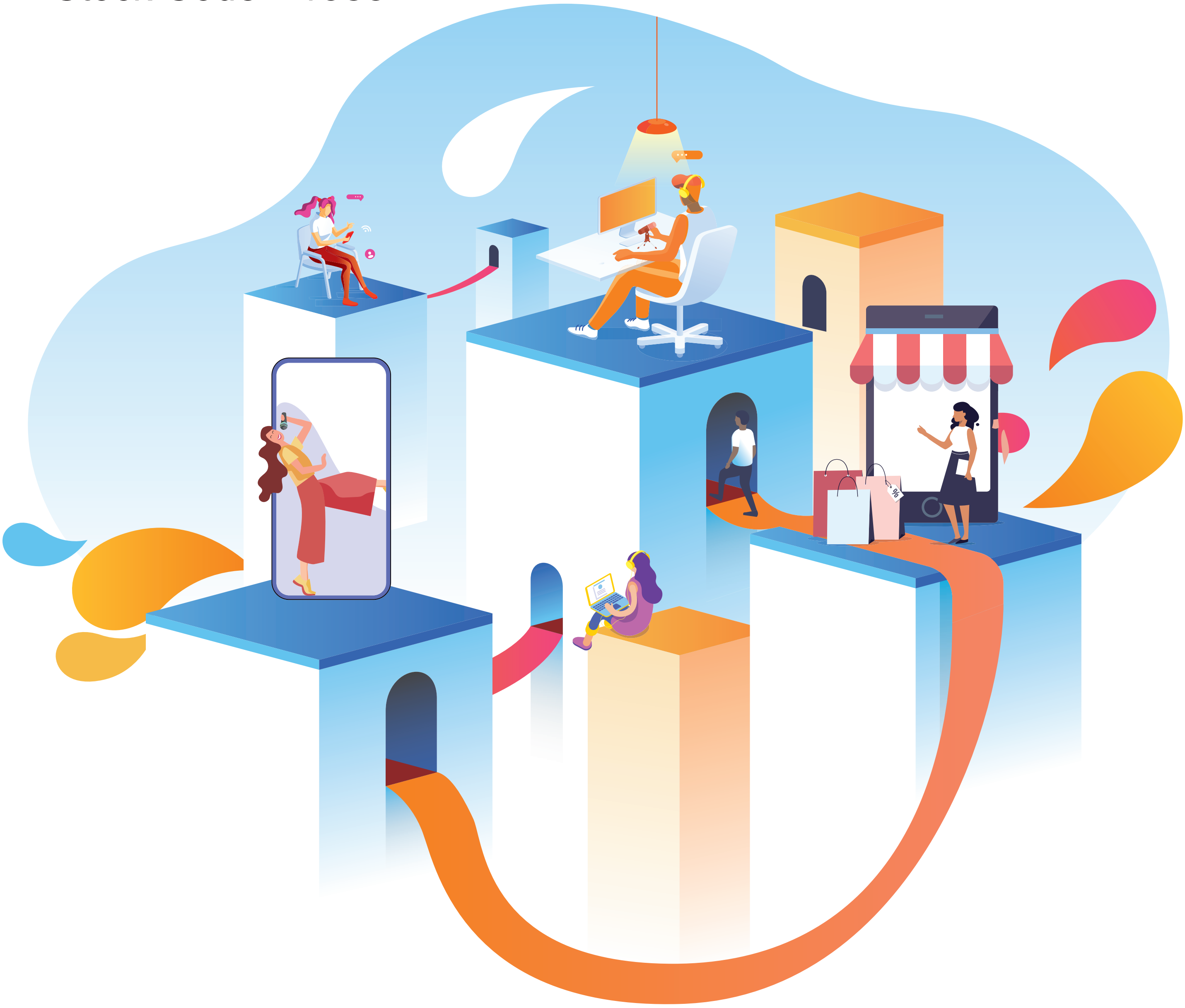
天鴿 tianGe

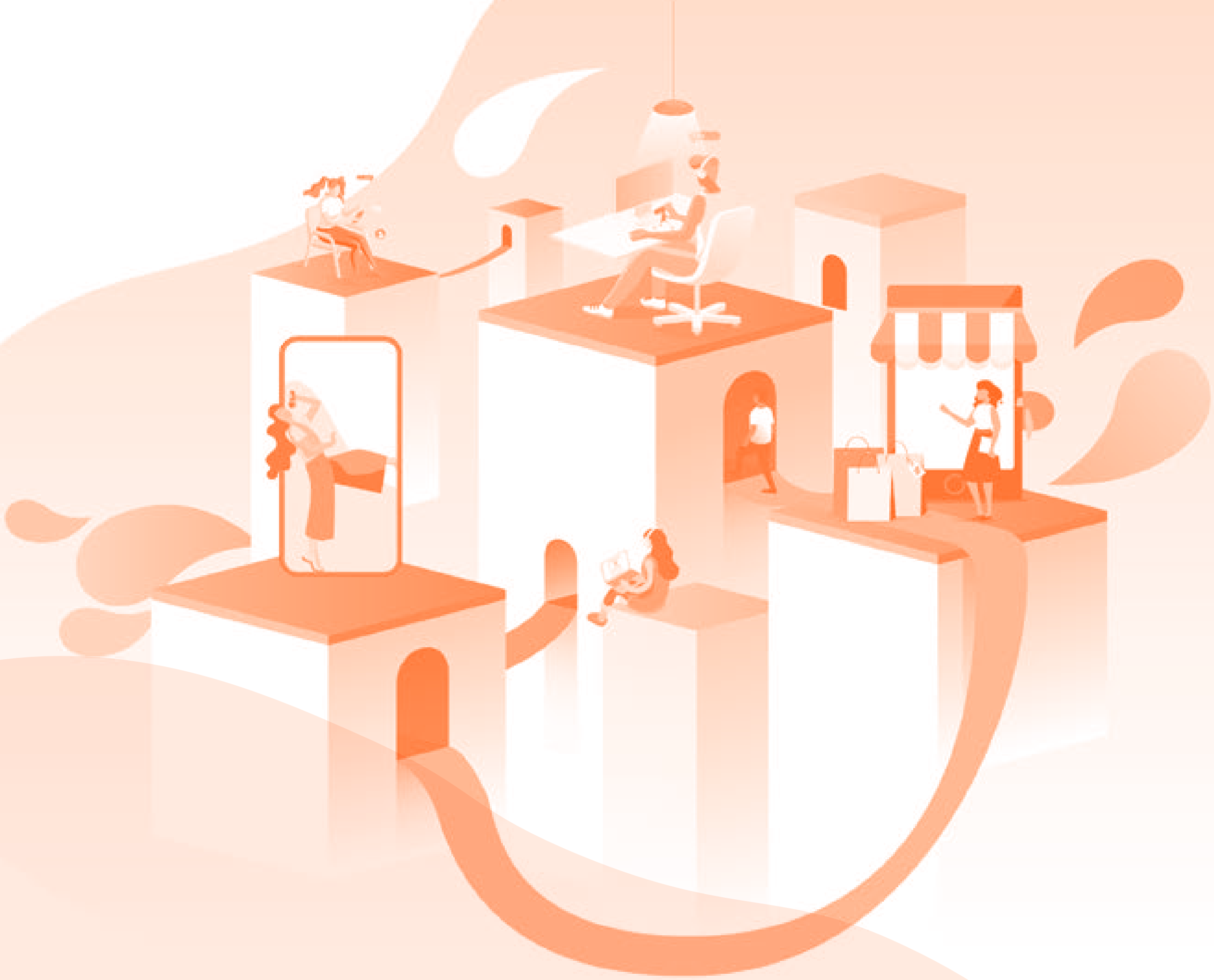
Tian Ge Interactive Holdings Limited
天鴿互動控股有限公司

(Incorporated in the Cayman Islands with limited liability)

Stock Code：1980



2019
ANNUAL REPORT



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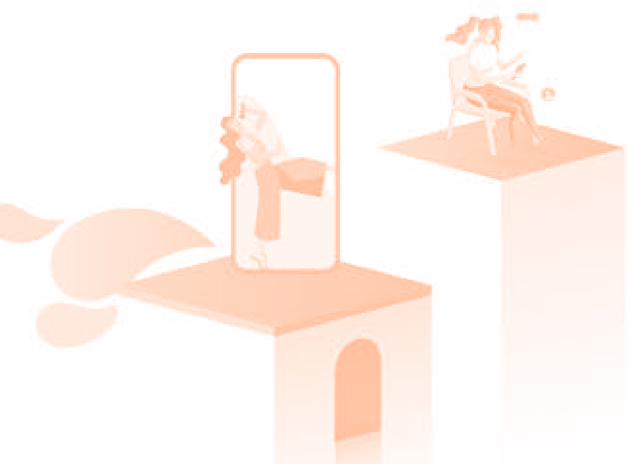
Company Overview

ABOUT TIAN GE

Tian Ge Interactive Holdings Limited (the "**Company**", "**We**" or "**Tian Ge**") was founded in Hangzhou, China in 2008 with its shares listed on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (the "**Listing**") on July 9, 2014 (the "**Listing Date**"). In March 2015, Tian Ge was included in Hang Seng Composite Index Series including: HSCI, Industry Index – Information Technology, and SmallCap Index.

The Company and its subsidiaries (collectively the "**Group**") operate a number of renowned "many-to-many" and "one-to-many" live social video communities and one of the most popular beauty camera applications in China – the Wuta Camera Application (無他相機) ("**Wuta Camera**"). Leveraging on its leading industrial position, Tian Ge has launched a series of live streaming mobile applications and entered overseas markets, including Thailand and Vietnam, etc. The wide acceptance of live streaming mobile applications allows Tian Ge to fully capture the opportunities arising from the rapidly growing demand for mobile entertainment in China, Asia and the rest of the world, which also creates synergistic effects with Tian Ge's live social video businesses.



Corporate Information

BOARD OF DIRECTORS

Executive Directors

Mr. Fu Zhengjun *(Chairman and Chief Executive Officer)*
Mr. Mai Shi'en *(Chief Operating Officer and Acting Chief Financial Officer)*

Non-executive Directors

Mr. Mao Chengyu
Ms. Cao Fei

Independent Non-executive Directors

Ms. Yu Bin
Mr. Yang Wenbin
Mr. Chan Wing Yuen Hubert

JOINT COMPANY SECRETARIES

Mr. Chen Shi
Ms. Ng Sau Mei

AUTHORIZED REPRESENTATIVES

Mr. Fu Zhengjun
Ms. Ng Sau Mei

AUDIT COMMITTEE

Ms. Yu Bin *(Chairman)*
Mr. Yang Wenbin
Mr. Chan Wing Yuen Hubert

REMUNERATION COMMITTEE

Mr. Yang Wenbin *(Chairman)*
Mr. Chan Wing Yuen Hubert
Mr. Mao Chengyu

NOMINATION COMMITTEE

Mr. Fu Zhengjun *(Chairman)*
Ms. Yu Bin
Mr. Yang Wenbin

REGISTERED OFFICE

Grand Pavilion
Hibiscus Way
P.O. Box 31119
KY1-1205
Cayman Islands

HEADQUARTERS

Room 322
East Tower Building 1
No. 17-1 Chuxin Road
Gongshu District
Hangzhou, PRC

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

31/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Offshore Incorporations (Cayman) Limited
Grand Pavilion
Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205
Cayman Islands

HONG KONG SHARE REGISTRAR

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai
Hong Kong

Corporate Information

LEGAL ADVISERS

As to Hong Kong laws
Kirkland & Ellis
26th Floor, Gloucester Tower
The Landmark
15 Queen's Road Central
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22/F, Prince's Building
Central
Hong Kong

STOCK CODE

1980

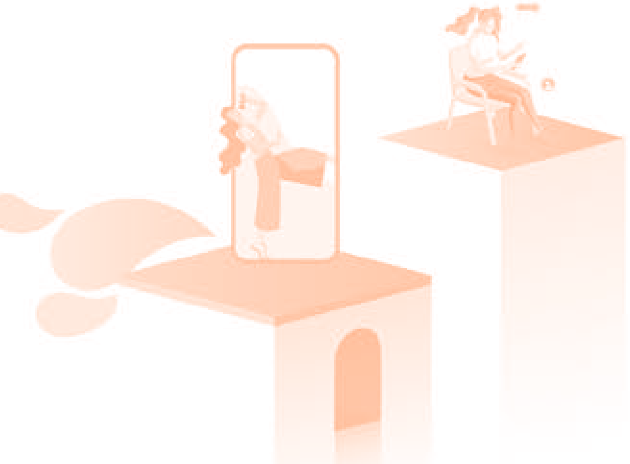
COMPANY'S WEBSITE

www.tiange.com

PRINCIPAL BANKERS

China Merchants Bank
Offshore Banking Department
19/F, China Merchants Bank Tower
No. 7088 Shennan Boulevard
Shenzhen, Guangdong, PRC

China Merchants Bank
Hong Kong Branch
21/F, Bank of America Tower
12 Harcourt Road
Central, Hong Kong



Financial Highlights

The board of directors (the "**Directors**") (the "**Board**") of Tian Ge is pleased to announce the audited consolidated results of the Group for the year ended December 31, 2019 (the "**Reporting Period**"). The annual results have been audited by PricewaterhouseCoopers, the auditor of the Company, and reviewed by the audit committee of the Company (the "**Audit Committee**").

FINANCIAL HIGHLIGHTS

(in RMB'000)	Year ended December 31, 2019	2018	Change %
Revenue	**539,329**	751,933	-28.3%
– Online interactive entertainment service	**442,814**	634,159	-30.2%
– Advertising services	**72,144**	64,286	12.2%
– Others	**24,371**	53,488	-54.4%
Gross profit	**474,784**	686,643	-30.9%
Gross profit margin	**88.0%**	91.3%	
Net profit	**100,126**	215,662	-53.6%
Net profit margin	**18.6%**	28.7%	
Earnings per share *(expressed in RMB per share)*			
– basic	**0.075**	0.172	-56.4%
– diluted	**0.074**	0.168	-56.0%
Adjusted net profit(1)	**181,236**	342,471	-47.1%
Adjusted net profit margin(2)	**33.6%**	45.5%	
Adjusted EBITDA(3)	**298,949**	434,842	-31.3%
Adjusted EBITDA margin	**55.4%**	57.8%	
Total assets	**3,502,764**	3,156,540	11.0%
Total liabilities	**638,021**	312,370	104.3%

Notes:

(1) Adjusted net profit was derived from the net profit for the period excluding the effect of non-cash share-based compensation expenses, net losses/(gains) from investee companies, impairment provision, amortization of intangible assets arising from acquisitions and income tax effects of non-IFRS adjustments.

(2) Adjusted net profit margin is calculated by dividing adjusted net profit by revenue.

(3) Adjusted EBITDA represents operating profit, adjusted to exclude non-cash share-based compensation expenses, net losses/(gains) from investee companies, impairment provision, amortisation of intangible assets arising from acquisitions and depreciation and amortization.

Chairman's Statement

Dear Shareholders,

On behalf of the Board and the management of Tian Ge, I am pleased to present the annual report of 2019 of the Group.

2019 was a very challenging yet a gladly changing year to Tian Ge. Against the backdrop of a relatively saturated growth of the domestic mobile Internet industry, being one of the pioneers in the live streaming industry in the PRC, the Company has taken a proactive approach to develop its markets overseas in regions such as South East Asia. Being in the Internet industry for over a decade, the Company has transformed its operation from PC Internet to mobile Internet and upgraded to a comprehensive "live steaming + camera" platform for all Internet users to build a "Beauty Economy" under the name of Tian Ge with unremitting efforts. Meanwhile, Tian Ge has been striving to become an international enterprise.

For the purpose of operation, the Company adhered to its "Mobile + PC" dual live streaming strategy and actively developed into a comprehensive "live streaming + camera" platform for all Internet users. During the year, our domestic revenue and business development experienced great challenges subject to the development trend and regulatory environment of the industry. Our financial performance was also under pressure, while revenue for 2019 decreased by 28.3% year-on-year to RMB539.3 million (2018: RMB751.9 million); net profit decreased by 53.6% year-on-year to RMB100.1 million (2018: RMB215.7 million); adjusted EBITDA decreased by 31.3% year-on-year to RMB298.9 million (2018: RMB434.8 million); and advertisement revenue increased by 12.2% year-on-year to RMB72.1 million (2018: RMB64.3 million). In respect of the platform users, the monthly active users ("**MAUs**") declined by 18.9% year-on-year to 45.7 million as at the end of 2019 (as at the end of 2018: MAUs were 56.3 million); while the quarterly average revenue per user ("**QARPU**") was up by 2.1% year-on-year to RMB199 as at the end of 2019 (as at the end of 2018: QARPU was RMB195).

Looking back to the year of 2019, in the moment of opportunities and challenges, the Company stabilized domestic business and actively expanded overseas market. Under the effects of policy environment of China as well as a rather saturated smartphone market, the development of mobile Internet industry in the PRC remained stable. For our business in the PRC, Tian Ge has uphold its core live streaming business while streamlining and optimizing each platform to enhance the stickiness of its users. Wuta Camera (無他相機) introduced us with a strategic partner, namely Sina Corporation, for a joint development of new products and new platforms to accelerate the pace of their commercialization as well as to attain the value of our comprehensive platform of all Internet users. During the year, Tian Ge stepped up its overseas expansion, and our teams, businesses and users in Vietnam, Thailand, and other overseas regions. demonstrated good progresses and breakthroughs. Wuta Camera, "Mlive" and "Bunny live" are welcomed by overseas users, especially those in South East Asia.

2019 led Tian Ge to a re-start journey through repositioning our business originated in the PRC to a worldwide expansion, during which we faced many challenges yet more opportunities ahead. Live streaming, camera and overseas businesses were our three main segments to develop, driving Tian Ge to flap over to a new page. During the year, Zhitong Caijing (智通財經) and RoyalFlush Information Network Co., Ltd (同花順財經) granted Tian Ge awards such as the "Best Small and Medium Market Capitalization Enterprise (最佳中小市值公司)" to demonstrate the expectation and encouragement from the market and investors towards the Company.

Chairman's Statement

In 2020, both China and the world are exposed to the Novel Coronavirus ("**COVID-19**") epidemic, with all employees of the Company working together with the government as well as the entire country wholeheartedly, we will be able to overcome such difficulties. During this period,, in order to minimize the effects of epidemic to the economy, the Company has launched its network office system in a timely manner to safeguard all projects to operate normally and orderly. Meanwhile, being a representative Internet company in the Zhejiang Province, we have fulfiled our corporate and social responsibility by leveraging on our strengths and resources to actively donate necessities and materials in need, thereby delivering our cares and providing protection to those frontline medical teams and all medical staff as well as contributing to the entire country's fight against the COVID-19.

Going onward, we will continue to focus on our core business development, promote the commercialization of our comprehensive platform for all Internet users and vigorously expand to overseas markets, to achieve globalization by use of our creativity and innovation capability as well as our product strengths.

Last but not least, on behalf of the Board, I would like to express my gratitude to all shareholders for their trust in the Group, and to all employees for their diligence and outstanding contributions. In the future, we will never cease our endeavours to reward our shareholders in return.

Fu Zhengjun
Chairman, Executive Director and Chief Executive Officer
Tian Ge Interactive Holdings Limited

March 26, 2020

Management Discussion and Analysis

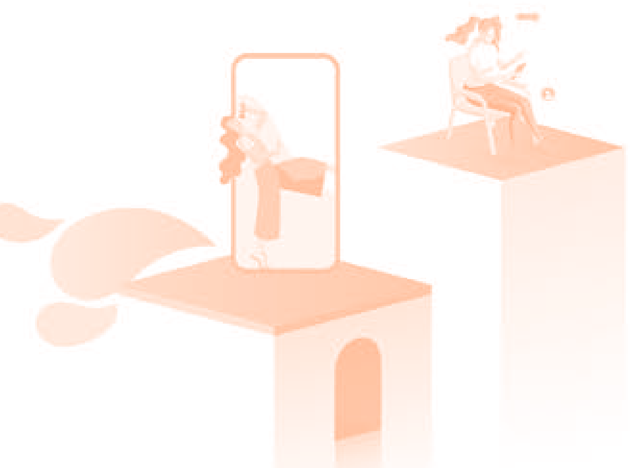
1. BUSINESS OVERVIEW

In 2019, the mobile internet industry in the PRC entered into a new stage as the concentration rate of the industry increased and the platform economy gradually came into shape. Affected by market competition, government regulation and the year-on-year decline in smartphone sales, the growth of the live streaming industry slowed down and the industry entered into a stable period. In view of the development trend of the industry and the competition landscape in the market, Tian Ge effected a successful transformation and upgrade and entered into a stable development stage. The Group made great efforts in operating and developing its "live streaming + camera" platform for all Internet users by adhering to its core business and optimizing and upgrading its platforms with streamlined and innovative contents. In line with the development of Wuta Camera, Tian Ge kept launching commercial products with an aim to deeply cultivate the development of the "Beauty Economy" industrial chain. During the year, the Group spared no efforts to promote overseas market expansion and project implementation, with an aim to enhance its core competitiveness and boost the sustainable development of its businesses.

Overall Financial Performance

For the year ended December 31, 2019, Tian Ge's revenue decreased by 28.3% year-on-year to RMB539.3 million from RMB751.9 million in 2018. Revenue from online interactive entertainment service decreased by 30.2% year-on-year to RMB442.8 million from RMB634.2 million in 2018.

For the year ended December 31, 2019, profit attributable to equity holders of the Company was RMB93.8 million which decreased by 57.0% year-on-year; net profit was RMB100.1 million which decreased by 53.6% year-on-year; adjusted net profit was RMB181.2 million which decreased by 47.1% year-on-year; and adjusted EBITDA was RMB298.9 million which decreased by 31.3% year-on-year.



Management Discussion and Analysis

Business Highlights

"Mobile + PC" Dual Live Streaming

According to iMedia Research, in 2019, the number of online live streaming users in the PRC continued to maintain a growth momentum and increased to approximately 501.0 million, but the growth rate slowed down compared to previous years. As the growth of the number in live streaming users slowed down and the benefits of the booming Internet industry has gradually diminished, content innovation and diversification became the core driving forces for the development of the online live streaming industry.

As one of the pioneers in the live streaming industry of the PRC, Tian Ge has established a strong user base in the field of live streaming by leveraging its precise business positioning and extensive industry experience and maintained a leading position in the industry amidst fierce competition. In 2019, Tian Ge continued to adhere to the development strategy of "Mobile + PC" dual live streaming by concentrating on optimization and development of its core platforms. It also continuously diversified the content on its platforms and enhanced content quality by, inter alia, incorporating functions such as "host PK" and "one-to-one audio/video chat" to improve user experience and interactivity, increase the number of platform users and, by maintaining a stable cash flow, bring its platforms into a virtuous business circle.

In addition, maintaining the stable development of products is essential to enhancing the competitiveness of the Group. As such, Tian Ge continued to promote the integration of live streaming services with camera applications, short videos, social interactive products and overseas products, resulting in more synergy among its products to further tap into the development potential of the Group's live streaming platform and promote the maximization of product value.

Wuta Camera

As one of the most popular beauty camera applications in the PRC, as of December 31, 2019, Wuta Camera's average monthly active users were approximately 30.1 million. As of the end of 2019, after continuous exploration of commercial development, we set a clear direction for the development of Wuta Camera and the commercialization of Wuta Camera will be further enhanced in the future. Wuta Marriage, a new application platform highly related to live streaming and camera users, has been launched and we believe that it will further increase the number of the Group's users in the future. Since the fourth quarter of 2018, Wuta Camera has been favored by a number of first-tier advertisers, and in 2019, the advertisement revenue of Wuta Camera recorded stable growth. Moreover, Wuta Camera was widely welcomed by overseas users, especially in Southeast Asia, where the number of Wuta Camera users has been continuously rising.

The Group believes that, with joint efforts from Sina Corporation and Tian Ge, the Group can further explore the development potential and value of Wuta Camera. The Group will also help Tian Ge to make a breakthrough in its "live streaming + camera" development strategy through continuous research and development of product updates.

Management Discussion and Analysis

Overseas Expansion

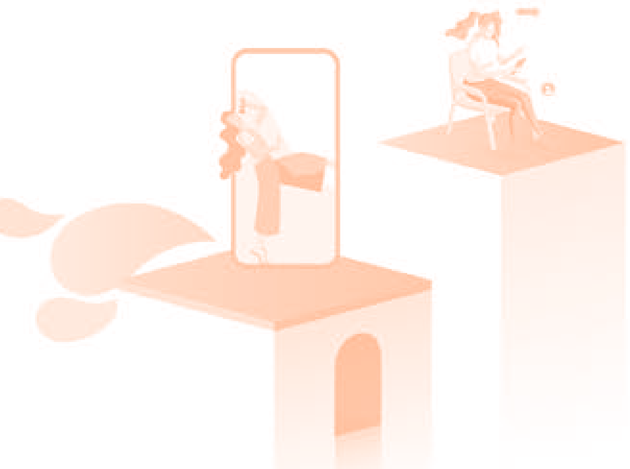
In 2019, Tian Ge further increased its pace of overseas expansion and made phased progress in its overseas expansion strategy. A number of project teams have been established in overseas areas and have achieved good progress and breakthroughs in terms of number of employees, businesses and users, especially in Vietnam and Thailand. During the Reporting Period, "Mlive", the overseas version of Tian Ge's flagship product – "Miao Broadcasting", and "Bunny Live", a new live streaming platform mainly targeting the Vietnamese market, began to experience more traction among users in the Southeast Asian region.

The Group places great value in overseas expansion and constantly optimizes its products in overseas markets. During the Reporting Period, the Group launched live streaming, beauty camera, short videos and social interaction products in line with local culture and user habits to meet the demand of overseas users. Tian Ge believes that, with the increase of Internet penetration rates and economic growth in Southeast Asia, there are a large number of potential users to be explored in emerging markets and the number of users in mobile businesses such as live streaming and beauty cameras will witness substantial growth. The Group will continue to accelerate its pace of overseas market development, enhance its international market share and bring new growth momentum to the Group.

Real Estate Investments and Financial Technologies

During the year of 2019, the Group made financial investments in overseas markets and participated in fast-growing overseas real estate investment projects to maintain asset appreciation. The Group is optimistic with some real estate markets and is currently exploring opportunities for making investments in some real estate development projects in Southeast Asian region. However, the Group expects that such investments will not change the Group's core business which focuses on providing live streaming and social interaction services in China and overseas markets.

During the year, the Group obtained a financial license in Hong Kong and enhanced the rate of return on assets of the idle capital in the Group's accounts. In addition, artificial intelligence (AI) has emerged as a new financial technology industry. With the popularization of artificial intelligence, the demand for such technology in the market will increase. The Group is optimistic about the long term development of AI financial technology, which will help to generate stable revenue for the Group. As such, Tian Ge will continue to seek potential investment opportunities in accordance with laws and regulations.



Management Discussion and Analysis

Prospect and Future Outlook

In 2019, as the Ministry of Industry and Information Technology officially issued 5G commercial licenses to China Telecom, China Mobile and China Unicom, China has officially entered into the 5G era. 5G technologies will bring brand new innovations to the live streaming industry with higher definition, higher bandwidth and lower cost, and will even create new interactive scenarios such as VR live streaming and refresh the user experience of live streaming. The realization of new technologies will contribute to new growth and breakthroughs in online broadcasting and the Group will actively capture the new opportunities presented by 5G in the future.

Tian Ge will continue to implement its "live streaming + camera" dual-core strategy by continuously improving product content and innovation to enhance user experience and by integrating products with more commercial contents to attract more high-quality users with strong spending power and consolidate its competitiveness in the market. The Group will actively explore the social functions of Wuta Camera's products, promote the integration of live streaming, short video and information products and put more effort in marketing and expanding user coverage. Embracing new opportunities for development, the Group will continue to explore the "Beauty Economy" industry chain, and promote the synergetic development of the Group's businesses. Meanwhile, the Group will continue to cultivate its business in overseas markets, replicate its successful domestic business model in Southeast Asia and other regions and expand its international market share.

Tian Ge will make expansion and innovation in line with the development trend of the industry and its business, focus on its own advantages to promote the development of live streaming, Wuta Camera and overseas business, promote product integration and increase user traffic. Moreover, the Group will continue to seek breakthroughs and opportunities to strengthen its core competence, enhance its monetization capability and constantly create higher profit value for shareholders.

Impact of COVID-19 Outbreak to the Group

Since the beginning of 2020, the COVID-19 has continual outbreak throughout China and around the world. During the epidemic outbreak, the Group launched the online office system in a timely manner, thereby ensured that all tasks have been carried out in a normal and orderly manner. At the same time, as a representative Internet enterprise in Zhejiang province, the Company utilized its own advantages and resources to implement its corporate social responsibility by donating anti-epidemic supplies to medical teams and staffs who worked at the frontline combating the virus and thus contributed to the country's orderly fight against the epidemic.

As of the date of this report, we did not notice any significant impact on our business and financial position caused by the COVID-19 outbreak. However, given that the epidemic situation is constantly changing, the impacts of the COVID-19 outbreak on the financial positions of the Group's investees, debtors and customers and the macro-economic conditions as a whole are still uncertain. The Group will pay close attention to the development of the epidemic situation, timely evaluate and actively respond to the impact of the epidemic situation to the Group's business operations and financial conditions. If the impact is subsequently predicted to be significant, an announcement will be published in due course.

Management Discussion and Analysis

2. OPERATING INFORMATION

The following table sets forth certain quarterly operating statistics relating to the Company's internet platforms as of the dates and for the periods presented below:

	Three months ended				
	December 31, 2019	December 31, 2018	Year-on-year change	September 30, 2019	Quarter-on-quarter change
Total Monthly Active Users *(in'000)*	**45,684**	56,303	-18.9%	50,337	-9.2%
– Monthly Active Users of Beauty Camera and Video Business *(in'000)*	**30,077**	37,819	-20.5%	31,333	-4.0%
Quarterly Paying Users *(in'000)*	**473**	695	-31.9%	503	-6.0%
Quarterly Average Revenue Per User *(RMB)*	**199**	195	2.1%	219	-9.1%
Number of Rooms	**67,453**	72,027	-6.4%	68,829	-2.0%
Number of Hosts	**108,397**	122,223	-11.3%	116,209	-6.7%

The following is a summary of the comparative figures for the periods presented above:

- For the three months ended December 31, 2019, total number of MAUs of Tian Ge decreased by 18.9% as compared to the same period in 2018 and decreased by 9.2% as compared to the three months ended September 30, 2019. The quarter-on-quarter decrease in MAUs was mainly because we continued to optimize our key live streaming platforms such as cleaning up users who visited our platforms through HTML5 (mobile website), as most of these users are visitors and have relatively low conversion rate.

- Our mobile MAUs as at December 31, 2019 represents 97.0% of our total MAUs, while the percentage as at September 30, 2019 and December 31, 2018 were 96.7% and 89.3%, respectively.

- The number of quarterly paying users ("**QPUs**") for Tian Ge's online interactive entertainment service for the three months ended December 31, 2019 was approximately 473,000, decreased by approximately 6.0% and 31.9% as compared to the three months ended September 30, 2019 and December 31, 2018, respectively. The sequential decrease was mainly attributable to fierce competition in the online entertainment industry. The year-over-year decrease was mainly attributable to our continuous streamlining and optimization strategy during the year.

- Our mobile QPUs as at December 31, 2019 represented 81.5% of our total QPUs, while the percentages as at September 30, 2019 and December 31, 2018 were 74.7% and 80.7%, respectively.

Management Discussion and Analysis

- The QARPU for Tian Ge's online interactive entertainment service for the three months ended December 31, 2019 was RMB199, representing a decrease of approximately 9.1% from the three months ended September 30, 2019 and representing an increase of 2.1% from the three months ended December 31, 2018.

- Number of virtual rooms for Tian Ge's online interactive entertainment service decreased by 2.0% as compared to the three months ended September 30, 2019 and decreased by 6.4% as compared to the three months ended December 31, 2018. Number of hosts for Tian Ge's online interactive entertainment service decreased by 6.7% as compared to the three months ended September 30, 2019 and representing a decrease of 11.3% as compared to the three months ended December 31, 2018. The decrease in the number of rooms and hosts was mainly due to that we rectified some rooms without performers and cleaned up some hosts that were inactive.

- The total number of registered users* of Tian Ge as at December 31, 2019 was 441.5 million, as compared to 407.0 million as at December 31, 2018.

  * Registered users refer to accumulated number of users who have registered an account on our live social video platform, online games or beauty camera and short video app, and duplicated accounts were not excluded.

The following table sets forth certain annual operating statistics relating to the Company's online interactive entertainment service as at the dates and for the periods presented below:

	Year ended		
	December 31, 2019	December 31, 2018	**Year-on-Year Change**
Monthly Active Users *(in'000)**	**51,443**	51,846	-0.8%
Quarterly Paying Users *(in'000)*	**526**	996	-47.2%
Quarterly Average Revenue Per User (RMB)	**210**	159	32.1%

* Annual total monthly active users and annual total quarterly paying users are equal to their average of quarterly total users, respectively.

Management Discussion and Analysis

3. FINANCIAL INFORMATION

Revenue

Revenue generated from online interactive entertainment service was RMB442.8 million for the year ended December 31, 2019, mainly including revenue from live social video platforms and online games which decreased by 30.2% as compared to the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of QPUs and partially offset by the increase of QARPU.

Revenue generated from advertising services for the year ended December 31, 2019 increased by 12.2% to RMB72.1 million from the corresponding period in 2018. The year-on-year increase was primarily due to the increased advertisement revenue contributed by Wuta Camera.

Revenue generated from "Others" mainly includes the revenue from software research and development and other services. Revenue generated from "Others" for the year ended December 31, 2019 decreased by 54.4% to RMB24.4 million from the corresponding period in 2018. The year-on-year decrease was primarily due to the decreased revenue from software research and development.

Cost of Revenue and Gross Profit Margins

Cost of revenue for the year ended December 31, 2019 remained stable from the corresponding period in 2018.

The gross profit margin for the year ended December 31, 2019 was 88.0%, compared with 91.3% for the corresponding period in 2018.

Selling and Marketing Expenses

Selling and marketing expenses experienced a decrease of 27.7% year-on-year to RMB119.1 million for the year ended December 31, 2019 from the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of promotion expenses and employee costs.

Administrative Expenses

Administrative expenses experienced a decrease of 12.0% year-on-year to RMB96.9 million for the year ended December 31, 2019 from the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of impairment losses and partially offset by the increase of employee costs.

Management Discussion and Analysis

Research and Development Expenses

Research and development expenses experienced a decrease of 25.2% year-on-year to RMB71.8 million for the year ended December 31, 2019 from the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of employee costs and game related research cost.

Reversal of Impairment Losses/(Net Impairment Losses) on Financial Assets

Reversal of impairment losses on financial assets was RMB26.9 million for the year ended December 31, 2019 which was primarily due to the reversal of previous impairment on refundable prepayments for purchase of investments. Net impairment losses on financial assets were RMB101.8 million for the year ended December 31, 2018 which were attributable to impairment on refundable prepayments for purchase of investments.

Other Gains, Net

Other gains, net experienced a decrease of 89.9% year-on-year to RMB30.1 million for the year ended December 31, 2019 from the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of net fair value gain of financial assets at fair value through profit or loss. The details are set out in note 8 to the consolidated financial statements.

Impairment of Investments Accounted for Using the Equity Method

Impairment of investments accounted for using the equity method for the year ended December 31, 2019 decreased by 77.8% to RMB33.1 million from the corresponding period of 2018, which was attributable to our investments in some associates which are principally engaged in operation of business promotion and trading via online female network community in mainland China, online health information service in mainland China, small loan lending overseas and operation of online casual games in mainland China after re-assessing the recoverable amount of the fair value.

Impairment of investments accounted for using the equity method was RMB149.3 million for the year ended December 31, 2018, which was attributable to our investments in an associate and a joint venture which are principally engaged in the operation of Internet finance service after re-assessing the recoverable amount of the fair value.

The details are set out in note 14 to the consolidated financial statements.

Management Discussion and Analysis

Income Tax Expense

Income tax expense decreased by 26.4% year-on-year to RMB105.8 million for the year ended December 31, 2019 from the corresponding period in 2018. For the year ended December 31, 2019, the income tax expense consisted of (a) enterprise income tax of RMB40.9 million (2018: RMB50.9 million), (b) PRC withholding tax of RMB41.3 million (2018: RMB13.7 million) included in current income tax expense and (c) origination of temporary differences of RMB23.6 million (2018: RMB79.1 million). The decrease of income tax expense was primarily due to the decrease of enterprise income tax and deferred income tax, and partially offset by the increase of PRC withholding tax. The increase in PRC withholding tax is primarily due to the withholding tax expenses accrued related to earnings of previous periods to be remitted from the subsidiaries in mainland China to its holding Company, Week8 (HK) Holdings Limited ("**Week8(HK)**").

Pursuant to the resolutions of the Board of Directors' meeting of the Company in 2019, the Group planned to remit the earnings of RMB109.8 million from the profit of several PRC subsidiaries for the year ended of December 31, 2019 and RMB900.0 million from the retained earnings of several PRC subsidiaries as of December 31, 2018, which in aggregate amounted to RMB1,009.8 million to Week8(HK) to expand its overseas business. Accordingly, the Group recognised withholding tax of RMB101.0 million at a 10% withholding tax rate, of which a withholding tax of RMB35.5 million was paid to tax authorities in mainland China when the declared dividend of RMB354.9 million was paid to Week8(HK) in 2019.

In November 2019, Week8(HK) was approved by Inland Revenue Department of Hong Kong Special Administrative Region as a resident of the Hong Kong Special Administrative Region for 2018 and the two succeeding calendar years. Pursuant to such approval, the dividends distributed to Week8(HK) from the PRC subsidiaries from 2018 to 2020 would be subject to withholding tax rate of 5%. Therefore, the management reversed a withholding tax of RMB32.7 million for the unpaid dividend of RMB654.9 million.

Profits Attributable to Shareholders of the Company

Profits attributable to shareholders of the Company (the "**Shareholders**") experienced a decrease of 57.0% year-on-year to RMB93.8 million for the year ended December 31, 2019 from the corresponding period in 2018. The year-on-year decrease was primarily due to the decrease of gross profit, decrease of other gains, net and partially offset by the saving of operating expenses, decrease of impairment loss and decrease of income tax expense.

Management Discussion and Analysis

Non-IFRS Measures

To supplement our consolidated financial statements which are presented in accordance with IFRS, adjusted net profit and adjusted EBITDA are used as additional financial measures. These financial measures are presented because they are used by the management to evaluate operating performance. The Company also believes that these non-IFRS measures provide useful information to help investors and others understand and evaluate the Company's consolidated results of operations in the same manner as the management and in comparing financial results across accounting periods and to those of our peer companies.

Adjusted EBITDA

Adjusted EBITDA for the year ended December 31, 2019 decreased by 31.3% year-on-year from the corresponding period in 2018. Adjusted EBITDA margin was 55.4% for the year ended December 31, 2019 and 57.8% for the corresponding period in 2018.

Adjusted EBITDA represents operating profit adjusted to exclude non-cash share-based compensation expenses, net losses/(gains) from investee companies, impairment provision, amortisation of intangible assets arising from acquisitions and depreciation and amortization.

The following table reconciles our operating profit to our adjusted EBITDA for the periods presented:

	Year ended	
(in RMB'000)	**December 31, 2019**	December 31, 2018
Operating Profit	**244,061**	510,287
Share-based compensation expense	**17,377**	12,106
Net losses/(gains) from investee companies[a]	**6,472**	(136,885)
Impairment provision[b]	**–**	23,012
Amortization of intangible assets arising from acquisition	**7,944**	7,461
Depreciation and amortization expense	**23,095**	18,861
Adjusted EBITDA	**298,949**	434,842

Management Discussion and Analysis

Adjusted Net Profit

Adjusted net profit for the year ended December 31, 2019 decreased by 47.1% year-on-year from the corresponding period in 2018.

Adjusted net profit is not defined under IFRS, and eliminates the effect of non-cash share-based compensation expenses, net losses/(gains) from investee companies, impairment provision, amortisation of intangible assets arising from acquisitions and income tax effects of non-IFRS adjustments.

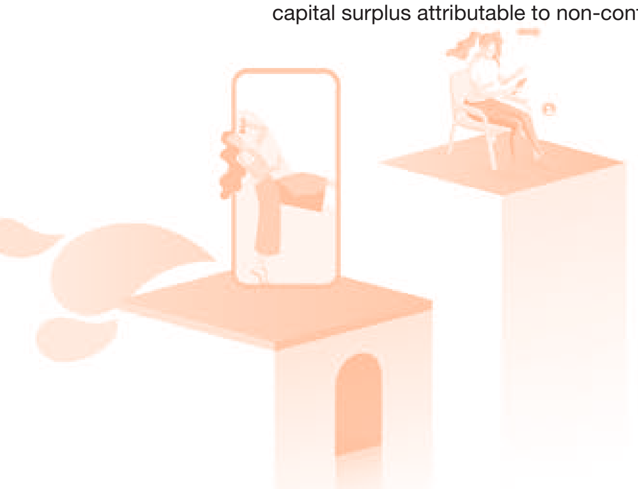
The following table sets forth the reconciliations of the Group's net profit to adjusted net profit for the periods presented below:

	Year ended	
(in RMB'000)	**December 31, 2019**	December 31, 2018
Net Profit	**100,126**	215,662
Share-based compensation expense	**17,377**	12,106
Net losses/(gains) from investee companies[a]	**6,472**	(136,885)
Impairment provision[b]	**33,098**	172,262
Amortization of intangible assets arising from acquisition	**7,944**	7,461
Income tax effects of non-IFRS adjustments	**16,219**	71,865
Adjusted Net Profit	**181,236**	342,471

Notes:

(a) Including net gains or losses on deemed disposals/disposals of investee companies, fair value changes arising from investee companies, other expenses in relation to equity transactions of investee companies and provisions for receivables in relation to investee companies.

(b) Including impairment provisions for associates, joint ventures, intangible assets arising from acquisitions and capital surplus attributable to non-controlling interests of newly established subsidiaries.



Management Discussion and Analysis

4. LIQUIDITY AND FINANCIAL RESOURCES

Cash and Cash Equivalents and Term Deposits

Cash and cash equivalents consist of cash at bank and cash on hand, and as at December 31, 2019 and December 31, 2018, such amounted to RMB1,033.0 million and RMB432.6 million, respectively. All cash at bank balances as of these dates were demand deposits and term deposits with initial terms of less than three months. The Group had term deposits with initial term of over three months of RMB106.4 million and RMB112.3 million as at December 31, 2019 and December 31, 2018, respectively.

Financial Assets at Fair Value through Profit or Loss

The Group's financial assets at fair value through profit or loss consist of seven main categories, namely (arranged in descending order based on their respective fair value amount) (i) purchase of wealth management products, (ii) equity investments in private unlisted companies ("**Private Investments**"), (iii) investments in venture capital funds ("**Fund Investments**"), (iv) investments in real estate income trust ("**REIT**") access fund, (v) investments in structured notes, (vi) income trust investment, and (vii) contingent consideration.

Financial assets at fair value through profit or loss decreased by 4.1% to RMB1,674.3 million as at December 31, 2019 compared to RMB1,746.4 million as at December 31, 2018. Such decrease was mainly attributable to a decrease of RMB146.5 million in purchase of wealth management products, a decrease of RMB36.4 million in contingent consideration, an increase of RMB42.0 million in REIT access fund, an increase of RMB37.9 million in Fund Investments, an increase of RMB19.3 million in Private Investments, an increase of RMB6.6 million in structured notes, an increase of RMB5.0 million in income trust investment. The following is a breakdown of the seven main categories as at the periods specified:

		As at December 31, 2019 *(RMB'000)*	As at December 31, 2018 *(RMB'000)*	Percentage increase/(decrease)
(i)	Purchase of wealth management products	**725,410**	871,871	-16.8%
(ii)	Private Investments	**491,122**	471,844	4.1%
(iii)	Fund Investments	**394,243**	356,352	10.6%
(iv)	REIT access fund	**41,973**	–	
(v)	Structured notes	**16,525**	9,941	66.2%
(vi)	Income trust investment	**5,000**	–	
(vii)	Contingent consideration	**–**	36,404	-100.0%
Total		**1,674,273**	1,746,412	-4.1%

Management Discussion and Analysis

(i) Purchase of wealth management products

The Group regularly utilizes its idle funds to subscribe for wealth management products through Internet banking from commercial banks in order to earn interest. The fair value of the wealth management products subscribed by the Group decreased by 16.8% to RMB725.4 million as at December 31, 2019 compared to RMB871.9 million as at December 31, 2018. The fair value of the Group's wealth management products as at December 31, 2019 and as at December 31, 2018 represent about 21% and about 28% of the Group's total assets as at the corresponding dates respectively.

The wealth management products represent RMB-denominated wealth management products with interest rates ranging from 2.8% to 4.5% per annum and maturity period within 1 year or revolving terms. These wealth management products are offered by large state-owned or reputable financial institutions in the PRC. The underlying investments under the wealth management products differ product-by-product, but generally consist of investments in financial assets and financial instruments with high credit ratings and good liquidity in interbank and exchange markets, including but not limited to bonds, asset-backed securities, capital borrowing, reverse repurchase, bank deposits, and investment trust schemes, asset management schemes and other financial assets.

As at December 31, 2019 and December 31, 2018, the Group held 57 and 66 wealth management products respectively.

The Group's investment costs in the wealth management products were RMB712.6 million and RMB859.6 million as at December 31, 2019 and December 31, 2018, respectively.

For the year ended December 31, 2019, the Group's wealth management products recorded an aggregated gain of approximately RMB39.5 million (2018: RMB39.6 million), which included realized and unrealized gain. The aggregated fair value gain generated by wealth management products subscribed with China Merchants Bank amounted to RMB11.5 million (2018: RMB27.5 million) for year ended December 31, 2019. The carrying amount of the Group's wealth management products subscribed with China Merchants Bank amounted to 4.8% of the Group's total assets as at December 31, 2019 (2018: 8.8%). None of the carrying amount of wealth management products that the Group subscribed with certain commercial banks amounted to over 5% of the Group's total assets as at December 31, 2019 (2018: Except for China Merchants Bank, none of the carrying amount of wealth management products that the Group subscribed with other commercial banks amounted to over 5% of the Group's total asset as at December 31, 2018).

China Merchants Bank is a well-known national commercial bank in China. According to the most recent interim report of China Merchant Bank, its single largest shareholder is China Merchants Group Ltd.. China Merchants Group Ltd. is a state-owned enterprise under the direct control of the State-owned Assets Supervision and Administration Commission of the State Council of the PRC. To the best of the Directors' knowledge and based on information available in the public domain, China Merchants Bank and its ultimate beneficial owners are third parties independent of the Company and the connected persons of the Company.

For further details, please refer to the announcements issued by the Company on January 7, 2019, January 25, 2019, February 21, 2019, April 4, 2019, July 10, 2019 and October 17, 2019.

Management Discussion and Analysis

(ii) Private Investments

Below is a summary of financial performance of the Private Investments during the relevant periods:

	Investment Category	Historical transaction amount (RMB'000)	Percentage of equity interest	Fair value of investments as of December 31, 2019 (RMB'000)	Fair value of investments as of December 31, 2018 (RMB'000)	Percentage increase/ (decrease)
(i)	2 other entertainment and social live streaming companies (2018: 4) [1]	100,300	1.82%-19.87%	**100,000**	100,300	-0.3%
(ii)	5 online/mobile gaming companies (2018: 4), including:	122,815	3.5%-27%	**351,357**	313,932	11.9%
	– Jinhua Yibo Network Technology Co., Ltd. ("**Yibo**") [2]	18,750	22.5%	**247,921**	245,147	1.1%
(iii)	2 real-estate and office building rental companies (2018: 0)	29,300	10%-20%	**29,300**	–	
(iv)	3 corporate/IT services companies (2018: 4)	48,359	19%-20%	**–**	39,949	-100.0%
(v)	1 financial technology company (2018: 7)	11,956	8%	**10,465**	17,663	-40.8%

Note:

(1) Including investments in Beijing Mijing Hefeng Technology Company Limited. Please refer to the Company's announcement issued on May 23, 2017.

(2) In December 2016, the Group acquired 27% equity interests of Jinhua Yibo Network Technology Co., Ltd. ("**Yibo**") and Yibo International (Macau) Co., Ltd. (collectively "**Yibo Group**"), an independent third party group engaged in operation of web-based and mobile casual games for a total consideration of RMB63.0 million. In May 2018, the Group, the founder and the other shareholders of Yibo (collectively "**Selling Shareholders**") entered into an agreement to dispose of 20% equity interest to a third party (the "**Buyer**"), including 4.5% equity interest in Yibo held by the Group (the "**Disposal**").

The Disposal was executed at a cash consideration of RMB40.5 million and an additional cash consideration of up to RMB253.6 million which may be received from 2019 to 2021. The additional consideration will be received in the event that i) certain pre-determined net profit of 2018, 2019 and 2020 is achieved by Yibo, or ii) in the event that the pre-determined net profit is not achieved, the Buyer exercises the option to ask the founder of Yibo to make the compensation to the Buyer and then continued the execution of the agreement, or request the founder and the other shareholders of Yibo to buy back all of the 20% equity interests at original purchase price and then terminate the agreement (the "**Option**"). The Group had no obiligation to buy back the 4.5% equity interest in Yibo.

The Group received the aforementioned cash consideration of RMB40.5 million and recognised a gain of RMB36.8 million upon completion of the Disposal. As of 31 December 2018, the fair value of the potential amount of all future cash collection was recognised as contingent consideration at the estimated amount to be RMB36.4 million by calculating the present value of future expected cash flows based on a discount rate and the probability of cash collection, including the probability of exercising the Option by the Buyer. The settlement date of the additional consideration from 2019 to 2021 was no later than 15 May each year. Yibo did not achieve the 2018 net profit that was pre-determined in the original agreement. In May 2019, the Buyer and Selling Shareholders entered into an agreement to amend the settlement date of the additional consideration in 2019 from May 15, 2019 to December 15, 2019.

Management Discussion and Analysis

In December 2019, the Buyer decided to exercise the option to terminate the original agreement and required the founder and the other shareholders of Yibo (except the Group) to repurchase its 20% equity interest in Yibo. Upon termination of the agreement, the Group derecognised its contingent consideration and recognised a fair value loss of RMB36.4 million.

For the year ended December 31, 2019, the Group aggregately recognised a fair value gain of RMB2.8 million for the remaining 22.5% equity interest in Yibo (for the year ended December 31, 2018: a fair value gain of RMB186.7 million). The fair value of the Group's investment in Yibo Group was RMB247.9 million as at December 31, 2019 (December 31, 2018: RMB245.1 million).

The carrying amount of investment in Yibo Group as at December 31, 2018 and as at December 31, 2019 accounted for 7.8% and 7.1% of the Group's total consolidated assets as at December 31, 2018 and December 31, 2019, respectively. The Group did not receive any dividend from Yibo during the year ended December 31, 2018 and December 31, 2019, respectively.

The Group's investment in Yibo Group is in line with its strategy to expand its live streaming ecosystem, which includes beauty camera, short video and online games. And the Disposal is to optimize the Group's investment structure and realize/liquidate part of its investments at fair market value.

The underlying Private Investments are independent from each other. Save for its investment in Yibo, there is no single Private Investment whose carrying amount is over 5% of the Group's total assets as of December 31, 2019.

(iii) Fund Investments

As of December 31, 2019, the Group has investment interests in nine venture capital funds, of which its investments in Shanghai Yunqi Wangchuang Asset Management Center (Limited Partnership) (上海雲奇網創資產管理中心(有限合夥)), Yun Qi Partners I GP, Ltd. and Nanjing Yunzhou Venture Capital Investment Center (Limited Partnership) (南京雲周創業投資中心(有限合夥)) ("**Yunqi Investments**") constitute connected transactions to the Company. The principal investment objectives of these three funds include generating capital returns primarily through equity and equity-related investments in companies that operate TMT-related businesses in the PRC, including but not limited to, Internet financing, intelligent hardware, industrial internet and big data. For further details, please refer to the announcements issued by the Company on January 28, 2016, January 7, 2019 and January 22, 2019.

The historical aggregate investment amount in these nine venture capital funds was RMB272.6 million as at December 31, 2019. The fair value of these Fund Investments increased by 10.6% to RMB394.2 million as at December 31, 2019 compared to RMB356.4 million as at December 31, 2018.

Save for the Yunqi Investments, the general partners of the underlying Fund Investments are independent from each other. There is no single Fund Investment whose carrying amount is over 5% of the Company's total assets as of December 31, 2019.

Management Discussion and Analysis

(iv) *REIT access fund*

This represents the Group's investment in REIT access fund, which was offered by an internationally reputable financial institution for investors to indirectly invest in the world's largest real estate income trust. During the year ended December 31, 2019, the Group paid a total of US$6.0 million (approximately RMB42.1 million) on certain units of this fund and recognised a fair value gain of RMB0.1 million during the current Reporting Period.

(v) *Structured notes*

The fair value of the structured notes invested by the Company increased by 66.2% to RMB16.5 million as at December 31, 2019 compared to RMB9.9 million as at December 31, 2018 due to the Group's new acquisition of structured notes during the year. The structured notes were issued by a commercial bank in Hong Kong, which provide a potential return determined at the pre-determined interest rate or linked to the price of certain listed equity securities at the predetermined valuation day in future.

(vi) *Income trust investment*

This represents the Group's income trust investment with expected rate of return of 8.4% per annum and maturity period within 13 months. During the year ended December 31, 2019, the Group paid a total of RMB5.0 million on the units of the trust and recognised a fair value gain of RMB0.2 million. A cash payment of investment income amounting to RMB0.2 million had been received by the Group as at December 31, 2019.

(vii) *Contingent consideration*

The fair value of the contingent consideration was nil as at December 31, 2019 compared to RMB36.4 million as at December 31, 2018 related to Yibo investment. Please refer to note (2) of "4. Liquidity and Financial Resources – (ii) Private Investments" above for further details.

Deferred Income Tax Liabilities, Net

Deferred income tax liabilities, net was RMB94.5 million as at December 31, 2019 which increased by 32.0% as compared with the balance as at December 31, 2018. The increase was primarily due to the recognition of deferred income tax liabilities of RMB18.9 million arising from the withholding tax of dividend and the reversal of deferred income tax assets of RMB21.8 million arising from impairment losses and partially offset by the reversal of deferred income tax liability of RMB14.8 million from unrealised investment income and assets appreciation.

Management Discussion and Analysis

Redemption Liabilities

In January 2019, the Group entered into an agreement to sell 36% of the equity interests in Jinhua Ruian Investments Management Company Limited(金華睿安投資管理有限公司), a company holding 80% equity interest in Shanghai Benqu Internet Technology Company Limited(上海本趣網絡科技有限公司)(“**Shanghai Benqu**”) as of the date of this report, to Beijing Weimeng Chuangke Investment Management Company Limited(北京微夢創科創業投資管理有限公司)(“**Beijing Weimeng**”), an associate of Sina Corporation, for a consideration of approximately RMB292.6 million. The transaction was completed on July 5, 2019.

Upon completion of the transaction with Beijing Weimeng, redemption liabilities of RMB335.7 million were recognised. As at December 31, 2019, redemption liabilities of RMB24.2 million were derecognised against other reserves as related options lapse unexercised or the estimated amount is revised.

The details are set out in note 5(d) and note 32 to the consolidated financial statements.

Bank Loans and Other Borrowings

As at December 31, 2019 and December 31, 2018, the Company had no bank loans and other borrowings outstanding.

Gearing Ratio

The gearing ratio as at December 31, 2019 and December 31, 2018 were 0%.

Capital Expenditures

For the year ended December 31, 2019, the Group’s capital expenditures were approximately RMB9.7 million, mainly including approximately RMB8.0 million on the purchase of property, equipment and other non-current assets and RMB1.7 million on the purchase of intangible assets.

Major Investments and Disposals

In January 2019, the Group entered into an agreement to sell 36% of the equity interests in Jinhua Ruian Investments Management Company Limited, a company holding 80% equity interest in Shanghai Benqu as of the date of this report, to Beijing Weimeng, an associate of Sina Corporation, for a consideration of approximately RMB292.6 million. The transaction has been completed on July 5, 2019. For further details of this transaction, please refer to the announcements issued by the Company on April 30, 2019, April 29, 2019 and January 16, 2019.

Management Discussion and Analysis

In June 2018, Zhejiang Tonggu Software Technology Co., Ltd(浙江通古軟件科技有限公司)(“**Tonggu**”), one of the Company’s subsidiaries which is engaged in the development of real estate in mainland China, paid the government RMB55.6 million to purchase the use right of certain land in Gongshu District, Hangzhou. To guarantee timely completion of the Hangzhou Innovation Industrial Housing Project (the “**Project**”) on the land, the Group paid a deposit amounting to RMB5.6 million (10% of the total price) to the government. In June 2019, the Group obtained the certificate for state-owned land use right and transferred the prepayment of RMB55.6 million into land use right. In second half of 2019, the Group changed its original land development plan. In December 2019, the Group entered into a share transfer agreement with a third party to sell its 100% equity interest in Tonggu for a cash consideration of RMB67.2 million, resulting in a gain of RMB8.2 million. Accordingly, the land use right and the deposit were transferred to the buyer. As at December 31, 2019, RMB5.0 million was paid by the Group as a refundable deposit to the third party buyer to purchase certain property from it when the Project is completed. None of the applicable percentage ratios (as defined under the Listing Rules) in relation to the land use right purchase and the Tonggu disposal exceeds 5%.

Except for the investment in Yibo, there is no single investment whose carrying amount is over 5% of the Group’s total assets as of December 31, 2019. Yibo principally engages in operating web-based and mobile casual games. Our historical transaction amount in Yibo is RMB18.8 million and the Group owns 22.5% of equity interest in Yibo as of December 31, 2019. Fair value of Yibo investment is RMB247.9 million as of December 31, 2019, which accounts for 7.1% of the Group’s total assets as of December 31, 2019 and the Group aggregately recognised a fair value gain of RMB2.8 million in Yibo investment during the Reporting Period. The Group did not receive any dividend from Yibo during the Reporting Period. Our investment strategy for Yibo is to achieve capital gain and the appreciation of value. Please refer to note (2) of “4. Liquidity and Financial Resources – (ii) Private Investments” above for further details of this investment.

Charges on Assets

As at December 31, 2019, the Group did not have any asset charges.

Contingent Liabilities

As at December 31, 2019, the Group did not have any significant contingent liabilities.

Foreign Exchange Risk

Most of our subsidiaries’ functional currencies are RMB, as the majority of the revenues of these companies are derived from our operations in mainland China. We are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to foreign currency denominated financial assets as at December 31, 2019. We do not hedge against any fluctuation in foreign currency.

Management Discussion and Analysis

5. CORPORATE INFORMATION

Staff

The Company had 512 full time employees as at December 31, 2019. Tian Ge's success depends on its ability to attract, retain and motivate qualified personnel. The Company adopts high standards in recruitment with strict procedures to ensure the quality of new hiring and use various methods for recruitment, including campus recruitment, online recruitment, internal recommendation and recruiting through hunting firms or agents, to satisfy the demand for different types of talents. Moreover, the Company provides a robust training program for new employees in order to effectively equip them with the skill sets and work ethics which are necessary to succeed at Tian Ge.

Relevant staff cost was RMB146.4 million for the year ended December 31, 2019, while our staff cost was RMB151.6 million for the year ended December 31, 2018. The Group's remuneration policies are formulated according to the duty, experience, ability and performance of individual employees and are reviewed annually. In addition to basic salary, employees are entitled to other benefits including social insurance contribution, employee provident fund schemes and discretionary incentive.

The Company's employees have not formed any employee union or association. Tian Ge believes that it maintains a good working relationship with its employees and the Company did not experience any significant labor disputes or any difficulty in recruiting staff for our operations during the year ended December 31, 2019.

Share Option Schemes

The Company has adopted the Pre-IPO Share Option Scheme, the Pre-IPO RSU Scheme, the Post-IPO Share Option Scheme and the Post-IPO RSU Scheme (collectively, the "**Schemes**"). The purposes of the Schemes are to reward the participants defined under the Schemes for their past contribution to the success of the Group and to provide incentives to them to further contribute to the Group.

The share-based compensation expenses for the year ended December 31, 2019 were RMB17.4 million, as compared to RMB12.1 million for the year ended December 31, 2018.

As at December 31, 2019, options representing a total of 18,791,335 shares were outstanding. If all such options under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme are exercised, there would be a dilution effect on the shareholdings of our Shareholders of approximately 1.47% as at 31 December 2019. However, as the options are exercisable over a 10-year period from the date of grant, any such dilutive effect on earnings per share may be staggered over several years.

As of December 31, 2019, the total number of shares underlying the Pre-IPO RSU Scheme and Post-IPO RSU Scheme represented approximately 2.41% of the total ordinary shares of the Company.

Financial Summary

	Year ended December 31,				
	2015	2016	2017	2018	**2019**
	RMB'000	RMB'000	RMB'000	RMB'000	**RMB'000**
Revenue	677,543	823,133	915,969	751,933	**539,329**
Gross profit	526,208	636,069	806,678	686,643	**474,784**
Profit before income tax	184,458	282,307	394,194	359,424	**205,911**
Profit for the year	149,750	230,709	322,787	215,662	**100,126**
Profit attributable to Shareholders of the Company	151,792	233,213	324,099	218,276	**93,834**
Total comprehensive income for the year	211,759	321,066	362,587	248,715	**115,519**
Total comprehensive income attributable to Shareholders of the Company	213,587	323,133	363,933	251,404	**109,227**

	As at December 31,				
	2015	2016	2017	2018	**2019**
	RMB'000	RMB'000	RMB'000	RMB'000	**RMB'000**
Assets					
Non-current assets	820,756	1,087,818	1,359,049	1,572,543	**1,518,622**
Current assets	1,679,452	1,819,224	1,605,098	1,583,997	**1,984,142**
Total assets	2,500,208	2,907,042	2,964,147	3,156,540	**3,502,764**
Equity and liabilities					
Equity attributable to Shareholders of the Company	2,286,712	2,588,331	2,717,175	2,831,408	**2,754,957**
Non-controlling interests	21,960	35,641	11,582	12,762	**109,786**
Total Equity	2,308,672	2,623,972	2,728,757	2,844,170	**2,864,743**
Non-current liabilities	6,495	16,252	6,391	112,599	**118,667**
Current liabilities	185,041	266,818	228,999	199,771	**519,354**
Total liabilities	191,536	283,070	235,390	312,370	**638,021**
Total equity and liabilities	2,500,208	2,907,042	2,964,147	3,156,540	**3,502,764**

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Fu Zhengjun (傅政軍), aged 41, is our Chairman and has been a Director of our Board since July 28, 2008. He was re-designated to our Board as an executive Director on March 11, 2014. Mr. Fu is the founder of our Group and has served as the chief executive officer of all our wholly-owned foreign enterprises ("**WFOE**") and PRC Operating Entities (as defined below) since their respective incorporation. He is responsible for the overall strategic planning, management and operations of our Group, and is instrumental to our growth and business expansion. Mr. Fu has approximately 16 years of experience in the Internet industry. Prior to founding our Group, Mr. Fu was the chief technology officer of Tiantu Information Technology (Shanghai) Co., Ltd. (天圖信息技術(上海)有限公司), a company mainly engaging in the development of Internet advertising technology, from August 2000 to September 2004, where he was responsible for products research and development. From August 1999 to August 2000, Mr. Fu served as an engineer at Zhejiang Data Communications Administration Bureau (浙江省數據通訊局) (formerly known as Zhejiang Communications Administration Bureau (浙江省通訊管理局)), where he was responsible for project management and implementation.

Mr. Fu received a bachelor's degree in computer science application from Zhejiang University of Technology (浙江工業大學) in Hangzhou in July 1999.

Mr. Mai Shi'en (麥世恩), aged 44, was appointed as a Director of our Board on March 5, 2014 and re-designated as an executive Director on March 11, 2014. From August 2012 to April 2014, Mr. Mai served as the chief financial officer of the Company and was responsible for the corporate finance, investor relations and financial management of our Group. He has been the chief operating officer of our Group since April 22, 2014 and is responsible for the overall operation of our Group and mergers and acquisitions, as well as our Group's strategy planning and implementation. After the resignation of the former chief financial officer, Mr. Mai has resumed as the acting chief financial officer of the Company, since July 31, 2015. Mr. Mai has served as the directors of a number of subsidiaries or associated companies. Mr. Mai possesses extensive knowledge of the Internet industry and financial management. Prior to joining our Group, Mr. Mai was an executive director and the chief financial officer of Shanghai Nineyou Internet Technology Co. Ltd. (上海久遊網絡科技有限公司), an online games and interactive online platform operator in China, where he worked from September 2005 to July 2012 and was responsible for the company's overall financial planning, internal auditing and investment. From September 2003 to September 2005, Mr. Mai worked at Praxair (China) Investment Co., Ltd. (普萊克斯(中國)投資有限公司), responsible for financial related matters. In addition, from August 1998 to July 2003, Mr. Mai worked in the auditing departments of several top global accounting firms including Ernst & Young, Arthur Anderson and KPMG.

Mr. Mai graduated from Shanghai Jiaotong University (上海交通大學) in Shanghai in July 1998, where he received a bachelor's degree in international finance. He is a Certified Internal Auditor (CIA) admitted by China Institute of Internal Audit (中國內部審計協會) in November 2004 and a Chinese Institute of Certified Public Accountant (CICPA) admitted by Shanghai Certified Public Accountant Association (上海市註冊會計師協會) in December 2009.

Biographical Details of Directors and Senior Management

NON-EXECUTIVE DIRECTORS

Mr. Mao Chengyu (毛丞宇), aged 49, was appointed to our Board on December 30, 2008, as a director representative of series B pre-IPO investors. He was re-designated to our Board as a non-executive Director on March 11, 2014. Mr. Mao has resigned as a partner of IDG Capital Partners on August 2015, and now serves as the founder of Yun Qi Capital Partners. Mr. Mao has been a partner of IDG Capital Partners, which is a venture capital fund principally engaged in investing in technology start-up companies with PRC-related businesses, since July 1, 2012 and is responsible for the equity investment. Mr. Mao was a partner of the Shanghai Branch of IDG Investment Consulting (Beijing) Co., Ltd. (IDG資本投資顧問(北京)有限公司上海分公司) (formerly known as Shanghai Pacific Technology Co., Ltd. (上海太平洋技術創業有限公司)) ("**IDG Shanghai Branch**") from July 2006 to June 2012 and was an investment manager and vice president of IDG Shanghai Branch from December 1999 to June 2006, where he was responsible for identifying and analyzing investment opportunities. Prior to entering into the venture capital industry, Mr. Mao was a business manager at Unilever (China) Co., Ltd. (聯合利華中國有限公司), one of the world's largest food and personal care products manufacturers, from April 1999 to November 1999.

Mr. Mao obtained a bachelor's degree in industrial foreign trade from Shanghai Jiaotong University (上海交通大學) in July 1993 and a master of business administration degree in May 1999 from China Europe International Business School (中歐國際工商學院) in Shanghai.

Ms. Cao Fei (曹菲), aged 45, was appointed as a non-executive Director on January 11, 2018. Ms. Cao has been serving as the vice president, finance of Weibo Corporation (NASDAQ: WB) since September 2017. Ms. Cao served as the vice president, finance of SINA Corporation (NASDAQ: SINA) from January 2017 to September 2017 overseeing the corporate finance department and she served as the corporate controller of SINA Corporation from June 2005 to December 2016. Prior to that, Ms. Cao served as an audit manager in PricewaterhouseCoopers in Beijing from 1997 to 2005.

Ms. Cao is a certified public accountant in China and a member of China Institute of Certified Public Accountants (CICPA) since 2003. Ms. Cao obtained a bachelor agree in engineering from Shanghai Jiaotong University in July 1997 and an executive master of business administration from Shanghai Jiaotong University in December 2016.

Biographical Details of Directors and Senior Management

INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Yu Bin (余濱), aged 50, was appointed to our Board as an independent non-executive Director on June 16, 2014. Ms. Yu Bin is the chief financial officer of LingoChamp Inc., an AI driven education technology company from September 2017 to January 2020. Ms. Yu was the chief financial officer of Innolight Technology Co., Ltd, a company manufacturing transceiver used in data center from January 2015 to April 2017. She has been a director and the chief financial officer of Star Media China Limited (星空華文傳媒集團), a company engaging in entertainment TV programs business, since December 2013 and May 2013 respectively, where she is responsible for the corporate finance, legal, investor relations and financial management. From August 2012 to April 2013, she was the senior vice president of Youku Tudou Inc. (優酷土豆集團), a NYSE-listed China's leading Internet television company and was in charge of the company's investment in content production, merger and acquisition and the strategic investment. From July 2010 to December 2011 and from January 2012 to April 2013, she served as the chief financial officer and the vice president of finance of Tudou Holdings Limited ("**Tudou**"), respectively, a company engaging in Internet television business, and oversaw the management of the company's finance, legal, public relationship and investor relationship departments. Prior to joining Tudou, from September 1999 to July 2010, she worked at KPMG and eventually was promoted to a senior manager of KPMG Greater China region, where she was responsible for financial statements auditing and China based private entities' overseas listing.

Ms. Yu obtained a bachelor's degree in English Literature from Xi'an Foreign Language University (西安外國語大學) in Xi'an in July 1992, a master's degree in accounting and education from the University of Toledo in the United States in May 1998 and August 1998, respectively and an EMBA degree from INSEAD in January 2013. She is a Certified Public Accountant in the United States admitted by the Accountancy Board of Ohio in December 2001, a member of American Institute of Certified Public Accountants ("**AICPA**") admitted by AICPA and a member of Chartered Global Management Accountant ("**CGMA**") admitted by CGMA in December 2013.

Mr. Yang Wenbin (楊文斌), aged 54, was appointed as an independent non-executive Director on 13 June 2018. Mr. Yang has been serving as the chairman of Beijing Weiheng (Hangzhou) Law Firm since January 2017 and is responsible for the overall operations and management of the firm. Mr. Yang served as a senior partner of Zhejiang Zehou Law Firm from July 2011 to December 2016 and as the chairman of Zhejiang Handing Law Firm from October 2002 to June 2011. Prior to that, Mr. Yang served as a teacher in Zhejiang Police Vocational Academy from July 1986 to July 1996, primarily responsible for giving lectures in the field of criminal laws and jurisprudence. Mr. Yang is a licensed lawyer with profound theoretical knowledge and practical experience in criminal and corporate law. At present, Mr. Yang has been appointed as a practice instructor of post-graduate students in the School of Law of Zhejiang Gongshang University and as an adjunct professor of the College of Law and Political Science of Zhejiang A&F University.

Mr. Yang obtained a bachelor degree in law from Northwest University of Political Science and Law in June 1986.

Biographical Details of Directors and Senior Management

Mr. Chan, Wing Yuen Hubert (陳永源), aged 62, was appointed to our Board as an independent non-executive Director on June 16, 2014. He has been an independent non-executive director of FIT Hon Teng Limited (鴻騰六零八八精密科技股份有限公司) (stock code: 6088) since November 4, 2016, whose shares are listed on the Stock Exchange with effect from July 13, 2017. He is an executive director of Zhonghua Gas Holdings Limited (中華燃氣控股有限公司) (stock code: 8246) and Central Development Holdings Limited (中發展控股有限公司) (stock code: 475), and an independent non-executive director of Shanghai La Chapelle Fashion Co., Ltd. (上海拉夏貝爾服飾股份有限公司) (stock code: 6116), Hong Kong listed companies. He spent over ten years with the Stock Exchange. In addition, Mr. Chan held various positions with Hong Kong listed companies, including: as an executive director of China Pipe Group Limited (中國管業集團有限公司) (now known as Softpower International Limited (冠力國際有限公司) (stock code: 380) and Interchina Holdings Company Limited (國中控股有限公司) (now known as EverChina Int'l Holdings Company Limited (潤中國際控股有限公司) (stock code: 202), as an independent non-executive director of Rising Development Holdings Limited (麗盛集團控股有限公司) (now known as China Smarter Energy Group Holdings Limited (中國智慧能源集團控股有限公司) (stock code: 1004), and as a director of Guangdong Investment Limited (粵海投資有限公司) (stock code: 270).

Mr. Chan obtained a higher diploma in company secretaryship and administration from Hong Kong Polytechnic (now known as The Hong Kong Polytechnic University). Mr. Chan has been an associate member of The Hong Kong Institute of Directors (香港董事學會) since 1998 and also an ordinary member of The Hong Kong Securities and Investment Institute (香港證券及投資學會) since 1999. Mr. Chan has been an associate member of both The Institute of Chartered Secretaries and Administrators and The Hong Kong Institute of Chartered Secretaries and a member of the Hong Kong Securities Institute. In addition, he has been a member of the Chinese People's Political Consultative Conference – Heilongjiang Province Committee (中國人民政治協商會議黑龍江省委員會).

SENIOR MANAGEMENT

Mr. Zhao Weiwen (趙偉文), aged 52, has been the general manager of Zhejiang Tiange Information and Technology Co., Ltd. ("**Zhejiang Tiange**") since April 2010 and is responsible for the daily management of Zhejiang Tiange, including administration, human resources, IT, finance, customer services, and Internet supervision. He has also served as a director of Tianhu since August 29, 2013 and is in charge of its daily management and development. He has approximately 15 years of experience in the telecommunications industry, gained from his employment at China Telecom's Jinhua branch (中國電信金華分公司) from August 1995 to March 2010, where he was involved in building Internet network infrastructures and related projects.

Mr. Zhao obtained a diploma in project management from the People's Liberation Army Information Engineering College (解放軍信息工程學院) in Zhengzhou in July 1994.

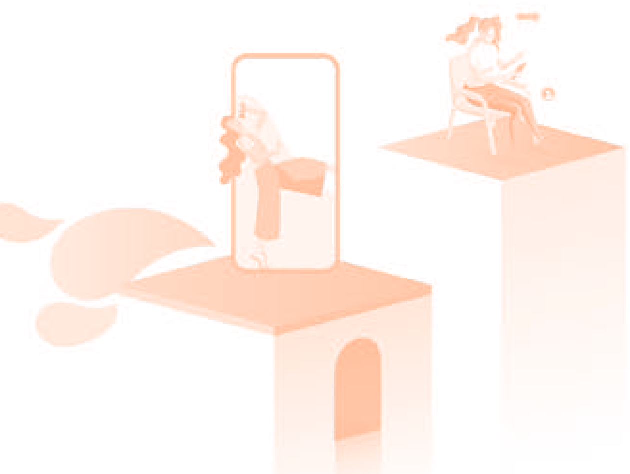
Mr. Yan Xiang (閆祥), aged 41, has been the deputy general manager and an executive director of Star Power Culture Media (Beijing) Co., Ltd ("**Star Power**") since May 2013 and September 2013, respectively. He is responsible for our Group's products development in Beijing as well as the overall daily management and operations of Star Power. He has also been the responsible person of the Beijing Branches of Hangzhou Hantang Cultural Communication Co., Ltd. ("**Hantang**") and Jinhua Xingxiu Cultural Communication Co., Ltd. ("**Xingxiu**") and is in charge of the daily management since May 2011 and August 2013, respectively. Prior to joining our Group, Mr. Yan worked at Sina Technology (China) Co., Ltd. (新浪技術（中國）有限公司) from July 2004 to May 2011. At Sina Technology (China) Co., Ltd., Mr. Yan was involved in, among others, unified communication system, interactive music video platforms and advertising products, taking different roles in strategy, development, operation and marketing.

Mr. Yan obtained a China Securities Industry Practicing Certificate admitted by the Securities Association of China (中國證券業協會) in December 2015. Mr. Yan graduated from Sun Yat-Sen University (中山大學) in Guangzhou with a bachelor's degree in computer software in June 2001.

Biographical Details of Directors and Senior Management

Mr. Teng Tao (滕韜), aged 39, has been the vice president of IT technology and network architecture of the Group since January 1, 2020. He is responsible for network deployment, network security prevention and network security management of the Group. Mr. Teng served as the deputy director of the IT department of Tiange Technology (Hangzhou) Co., Ltd. ("**Hangzhou Tiange**") from January 1, 2014 to December 31, 2019, during which he was responsible for network deployment, network security prevention and network security management of the Group in Hangzhou. From January 1, 2011 to December 31, 2013, Mr. Teng served as the senior manager of the IT department of Hangzhou Tiange, during which he was responsible for product development and software development of the Group in Hangzhou. From January 1, 2009 to December 31, 2010, Mr. Teng served as the technical support manager of the IT department of Hangzhou Tiange, during which he was responsible for providing technical support for the Group's product development and software development in Hangzhou. Prior to this, Mr. Teng worked at Tiange Information Technology (Shanghai) Co., Ltd. (天格信息技術(上海)有限公司) from July 2004 to July 2008, and was subsequently promoted to IT department manager, during which he was responsible for product development and operations.

Mr. Teng Tao graduated from the PLA Nanjing Political College (中國人民解放軍南京政治學院) in July 2011 with a bachelor's degree in economics and administration.



Report of the Directors

The Board is pleased to present this annual report and the audited consolidated financial statements of the Group for the year ended December 31, 2019.

INITIAL PUBLIC OFFERING

The Company was incorporated in the Cayman Islands on July 28, 2008 as an exempted company with limited liability under the Companies Law (2007 Revision) of the Cayman Islands as an investment holding company. The Company listed its shares on the Main Board of the Stock Exchange on July 9, 2014 and issued 304,267,000 shares at an offer price of HK$5.28 per share. On July 30, 2014, the Company further issued 45,640,000 shares pursuant to the full exercise of the over-allotment option.

PRINCIPAL ACTIVITIES

The principal activities of the Group are operating of live social video platforms, mobile and online games and other products and services in the People's Republic of China (the "**PRC**").

Details of the principal activities of the principal subsidiaries of the Company are set out in note 5 to the consolidated financial statements.

An analysis of the Group's revenue and operating profit for the year ended December 31, 2019 by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report.

BUSINESS REVIEW

The business review, the analysis using financial key performance indicator on the Group and the indication of likely future development on the Company's business are set out on pages 8 to 11 of this annual report.

IMPORTANT EVENT AFTER REPORTING DATE

The Group's important event after reporting date is set out in note 38 to the consolidated financial statements.

RESULTS

The Group's results for the year ended December 31, 2019 are set out in the consolidated statement of comprehensive income on page 124 of this annual report.

Report of the Directors

COMPLIANCE WITH THE RELEVANT SIGNIFICANT LAWS AND REGULATIONS

The Group's operations are subject to laws and regulations issued by various PRC government authorities. To contribute to healthy development of the society, we strictly comply with the PRC laws and regulations. We require all users to agree to our terms of service upon account registration. Our terms of service set out types of content strictly prohibited on our platform, and we have also developed a robust content monitoring system, including our proprietary detection technology, which identifies certain features of the human body, such as skin tone, to automatically filter certain types of suspected inappropriate content for further review by our content monitoring team, as well as random checks of rooms during the periods commonly associated with potential violations of our terms of service.

Regulations Relating to Value-added Telecommunications Business

On September 25, 2000, the State Council promulgated the Telecommunications Regulations of the PRC (《中華人民共和國電信條例》) (the "**Telecom Regulations**"). Under the Telecom Regulations and the Catalogue of Telecommunication Business (《電信業務分類目錄》), an appendix to the Telecom Regulations, the services of an Internet content provider (the "**ICP**") are designated as a value-added telecommunication business as at March 1, 2016. An ICP is thus subject to examination by and approval of and is required to obtain a value-added telecommunication service operating license (增值電信業務經營許可證) (the "**ICP License**") from the Ministry of Industry and Information Technology (the "**MIIT**") or its provincial counterparts. The Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》) (the "**Internet Measures**") promulgated on September 25, 2000 and amended on January 8, 2011 further categorize Internet information services into either commercial Internet information services or non-commercial Internet information services. The Internet Measures require commercial operators of Internet information services to obtain an ICP License from the MIIT or its provincial counterparts before engaging in the provision of any commercial Internet information services.

According to the currently effective Guidance Catalogue of Industries for Foreign Investment (《外商投資企業指導目錄》) (the "**Guidance Catalogue**"), updated on April 10, 2015, which governs investment activities in the PRC by foreign investors and the Administrative Rules for Foreign Investments in Telecommunications Enterprises (《外商投資電信企業管理規定》) (the "**FITE Regulations**") issued on December 11, 2001 and amended on September 10, 2008, the foreign investors' ultimate equity interests in an entity providing value-added telecommunications services in the PRC shall not exceed 50% (except e-commerce business). Furthermore, the Guidance Catalogue clearly stipulates that foreign investment is still restricted to enter into online publishing and online transmission of audio/visual programs business.

To comply with such foreign ownership restrictions, we operate our live social video platforms and engage in various online activities in the PRC through our PRC Operating Entities. Each of Hantang, Jinhua9158 Network Science and Technology Co., Ltd ("**Jinhua9158**"), Jinhua99 Information Technology Co., Ltd ("**Jinhua99**") and Xingxiu holds an ICP License.

Report of the Directors

Regulations Relating to Online Cultural Business

The Interim Provisions on the Administration of Internet Culture (《互聯網文化管理暫行規定》) (the "**Internet Culture Interim Provisions**"), promulgated on May 10, 2003 and amended on February 17, 2011, require entities engaging in activities relating to "online cultural products" to obtain the Network Cultural Business Permit (網絡文化經營許可證) from a provincial counterpart of the Ministry of Culture (the "**MOC**") if they intend to provide online culture products and services for profits. "Online cultural products" include cultural products that are produced specifically for Internet use, such as online music and entertainment, online games, online plays, online performances and other online cultural products that produce or reproduce music, entertainment, games, plays and other art works for Internet dissemination through technical means.

Pursuant to the currently effective Guidance Catalogue, the online cultural business (except online music) falls within the "prohibited" category. On March 18, 2011, the MOC issued the Circular on Implementation of the Newly Revised Interim Provisions on the Administration of Internet Culture (《關於實施新修訂<互聯網文化管理暫行規定>的通知》), which also provides that in general, the authorities temporarily will not accept applications by foreign-invested ICP operators for operation of online culture business.

On December 2, 2016, the MOC promulgated the Administrative Measures on Online Performance Operating Activities (《網絡表演經營活動管理辦法》)(the "**Online Performance Measures**") which took effect from January 1, 2017. The Online Performance Measures regulate online performance operating activities and emphasizes that any entities engaging in online performance operating activities must obtain the Network Cultural Business Permit. We have put measures to rectify and improve operations to comply with the Online Performance Measures.

Each of Hantang, Jinhua9158, Jinhua99 and Xingxiu holds a Network Cultural Business Permit.

Regulations Relating to Internet Publication Business

On February 4, 2016, as approved by the General Administration of Press and Publication (the "**GAPP**"), the MIIT issued the Regulations on Administration of Internet Publication Services (《網絡出版服務管理規定》) (the "**New Internet Publication Regulations**") which took effect from March 10, 2016. The Interim Regulations on Administration of Internet Publication (《互聯網出版管理暫行規定》) (the "**Interim Regulations**") issued on June 27, 2002 was superseded. The New Internet Publication Regulations preserved the license requirement for any company that engages in Internet publication activities which include the provision of online games through Internet; therefore, an online game operator must obtain an Internet Publishing Services License (網絡出版服務許可證) so that it can directly offer its online games to the public in the PRC. The New Internet Publication Regulations specify foreign enterprises are prohibited to invest in the Internet publications business.

On July 6, 2005, five PRC government authorities, including the MOC and the GAPP, jointly adopted the Several Opinions on Canvassing Foreign Investment into the Cultural Sector (《關於文化領域引進外資的若干意見》), pursuant to which foreign enterprises are prohibited to invest in the business of audio/visual programs provision via the information network and Internet publications.

Hantang obtained an Internet Publishing License for the publication of online games and mobile phone games in 2013 and renewed on November 26, 2015.

Report of the Directors

Regulations Relating to Online Games

On June 3, 2010, the Interim Measures on Administration of Online Games (《網絡遊戲管理暫行辦法》) (the "**Online Game Measures**") were promulgated which require that a company engaging in the operation of online games, including operation of online games, issuance of virtual currency and/or provision of virtual currency transaction services, must have a registered capital of at least RMB10 million and obtain a Network Cultural Business Permit from the provincial counterpart of the MOC. For online games developed in the PRC, the online game operators are required to complete filing procedures with the MOC and comply with other relevant requirements. Online game operators shall indicate the filing numbers at the designated places of their websites and in the games. Online game operators are also required to establish self-censorship systems and have dedicated personnel for the purpose to ensure the lawfulness of the content of online games.

According to the New Internet Publication Regulations, games are not allowed to put online for operation without obtaining pre-approval from GAPP. We are in the process of applying for approval from GAPP and filing with the MOC for most of the online games we currently operate. The GAPP Online Game Notice requires an online game operator to obtain an Internet Publication License and further prohibits any direct foreign investment in online games operation business or foreign control or participation in domestic companies' online game operation business in an indirect way such as establishing other joint ventures, entering into relevant agreements or providing technical support, or in any other disguised manner.

Regulations Relating to Virtual Currency

To curtail online games that involve online gambling while addressing concerns that virtual currency might be used for money laundering or illicit trade, on January 25, 2007, the Ministry of Public Security, the MOC, the MIIT and the GAPP jointly issued the Notice on Regulating Operation Order of Online Games and Prohibition of Gambling via Online Games (《關於規範網絡遊戲經營秩序查禁利用網絡遊戲賭博的通知》). On February 15, 2007, fourteen PRC government authorities jointly issued the Notice on Further Strengthening Administration of Internet Cafes and Online Games (《關於進一步加強網吧及網絡遊戲管理工作的通知》). In accordance with this notice, the People's Bank of China (the "**PBOC**") shall strengthen the administration and regulation on virtual currency to prohibit the virtual currency from impacting the real currency system.

On June 4, 2009, the MOC and the MOFCOM jointly issued the Notice on Strengthening the Administration of Online Game Virtual Currency (《關於加強網絡遊戲虛擬貨幣管理工作的通知》) (the "**Virtual Currency Notice**"). The Virtual Currency Notice requires the entities engaging in businesses that (i) issue online game virtual currency (in the form of prepaid cards and/or pre-payment or prepaid card points), or (ii) offer online game virtual currency transaction services to apply for approval from the MOC through its provincial counterparts. The online game operators that issue virtual currency are prohibited from providing services that would enable the trading of such virtual currency. Any online game operator that fails to submit the requisite application will be subject to sanctions, including, without limitation, mandatory corrective measures and fines.

Report of the Directors

In addition to the Virtual Currency Notice, the Online Game Measures promulgated by the MOC effective on June 3, 2010 further provide that (i) virtual currency may only be used to purchase services and products provided by the online game operator that issues the currency; (ii) the purpose of issuing virtual currency shall not be malicious appropriation of the user's advance payment; (iii) the storage period of online game players' purchase record shall not be shorter than 180 days from last time the player receives the service provided by the online game operator; (iv) the types, price and total amount of virtual currency shall be filed with the cultural administration department at the provincial level. Moreover, the Online Game Measures stipulate that virtual currency transaction service providers may not provide virtual currency transaction services to minors or for online games that fail to obtain the necessary approval or filings, and that such providers should keep transaction records, accounting records and other relevant information for its users for at least 180 days.

Regulations Relating to Online Payment

On July 1, 2016, the People's Bank of China promulgated the Online Payment Business Regulations of Non-Banking Payment Institutions (《非銀行支付機構網絡支付業務管理辦法》) (the "**Payment Business Regulations**"), for further strengthening the administration and transition of online payment business. One of the important measures of the Payment Business Regulations is the system for identifying users. In consideration of the regulations, nonbanking payment institutions request all applications in channels of distribusement only to the operators of APP. The previous amendment may bring differences in the details of top-up orders, but will not affect the settlement.

POTENTIAL RISK FACTORS

The live social video community industry is an evolving industry, its growth and the level of demand of Tian Ge's products and services are subject to uncertainty. The Company's growth will depend on a number of factors, some of which are beyond our control. These factors include:

Economic Environment

Many factors affect the level of consumer spending, including the state of the economy as a whole, stock market performance, interest rates, recession, deflation and other factors that influence consumer confidence. The Group's business performance might be negatively affected by uncertainties regarding future economic prospects in China. A significant decline in Chinese economy could have an adverse effect on the Group's business.

Report of the Directors

Market Acceptance

Tian Ge's success depends on the Company's ability to originate and identify market trends, and also to anticipate and respond timely to the changing consumer preferences. The Group foresees the shifting user trends from PCs to mobile devices, and hence devotes more resources in enhancing our core live social video products towards mobile. The Group will spare no effort to stay abreast of emerging trends, however, if the Group fails to identify and respond to the market trends, there might be significant adverse effects on Tian Ge's business and financial performance.

Content Monitoring

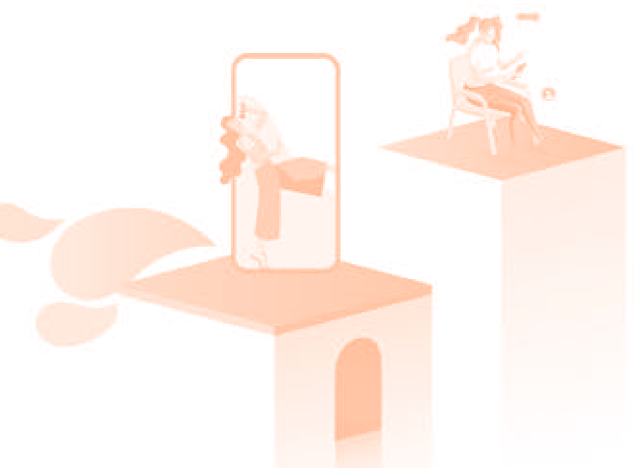
Due to the immense quantity of user-generated content on our platform, our system may not be able to detect all violations of our terms of service and inappropriate content streamed or displayed over our platform. We may be held liable for information or content displayed on, retrieved from or linked to our platform, or distributed to our users, and PRC authorities may impose legal sanctions on us.

Changing of Technologies

Our business and future success depend on our ability to adapt to rapidly changing of technologies, and our ability to provide new products and services through using new technologies plays an important role on our future performance. In recent years, the development of mobile technology resulted users shifting from PC to mobile device, which also demands more innovation and diversification in technology application. If we fail to keep pace with rapid technological changes, our future success may be adversely affected.

Contractual arrangements

We rely on contractual arrangements with our PRC Operating Entities (as defined below) and their shareholders for the operation of our business, which may not be as effective as direct ownership. If our PRC Operating Entities (as defined below) and their shareholders fail to perform their obligations under these contractual arrangements, we may have to resort to litigation to enforce our rights, which may be time-consuming, unpredictable, expensive and damaging to our operations and reputation. For details, please refer to the section "Contractual Arrangements" on page 59 and 60.



Investment and New Business Development

To date, we had entered into strategic alliances, including joint ventures or minority equity investments, with various third parties to further our business purpose from time to time. These alliances could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the third party and increased expenses in establishing new strategic alliances, any of which may materially and adversely affect our business. We may have limited ability to monitor or control the actions of these third parties and, to the extent any of these strategic third parties suffers negative publicity or harm to their reputation from events relating to their business, we may also suffer negative publicity or harm to our reputation by virtue of our association with any such third party. Moreover, these new opportunities come with associated uncertainties and risks, especially when the business is based on a relatively new business model that may not be successful and encounters large scale competitors with strong innovation and technological capabilities.

Foreign Exchange Risk

Most of our subsidiaries' functional currencies are RMB, as the majority of the revenues of these companies are derived from our operations in mainland China. We are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to foreign currency denominated financial assets as at December 31, 2019. We do not hedge against any fluctuation in foreign currency.

SOCIAL RESPONSIBILITIES AND HUMAN RESOURCES

In fulfillment of corporate social responsibilities, Tian Ge is committed to environmental sustainability. Tian Ge archived paperless business operation in running live social video platforms in China. The Group also actively implements the concept of "green office" by increasing employees' awareness about the importance of energy saving, recycling and waste reduction.

Tian Ge views employees as our most valuable asset. Tian Ge recognizes that the skill, dedication and enthusiasm of our team is critical to our success in the face of ever-evolving market challenges. We strive to build an energetic working environment and to offer competitive remuneration packages, various incentives, promotion opportunities and training courses to its staff.

As one of the leading social media platform operators in China, the Group has maintained sound business relationships with our core live social ecosystem partnership as well as other stakeholders, which include but not limited to our distributors, hosts, sales agents, users and shareholders. We aim to improve the live social environment and ensure we provide the best value to our robust and solid loyal stakeholders.

Report of the Directors

DIVIDEND

The Board did not recommend the payment of a final dividend for the year ended December 31, 2019 (2018: Nil).

DIVIDEND POLICY

The Board has the discretion to declare and distribute dividends to the Shareholders, subject to the articles of association of the Company (the "**Articles of Association**") and all applicable laws and regulations and the factors set out below.

In recommending or declaring dividends, the Company shall maintain adequate cash reserves for meeting its working capital requirements, future business growth and its shareholding value. The Board shall also take into account the following factors of the Group when considering the declaration and payment of dividends, including financial condition, financial results, future operations and liquidity position, expected working capital requirements and future expansion plans, debt to equity ratios and the debt level, business conditions and strategies, cash flow situation, the Shareholders' and the investors' expectation, general market conditions, any restrictions on payment of dividends and any other factors that the Board may consider relevant.

Depending on the financial conditions of the Group and the conditions and factors as set out above, dividends may be proposed and/or declared by the Board for a financial year or period as interim dividend, final dividend, special dividend and any distribution of net profits that the Board may deem appropriate.

Any final dividend for a financial year will be subject to Shareholders' approval.

SHARE CAPITAL

Details of the movements in the share capital of the Company during the year 2019 are set out in note 26 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Other than the Share Incentives Schemes as disclosed in this report and note 28 to the consolidated financial statements, no equity-linked agreements were entered into by the Company during the Reporting Period or subsisted at the end of the Reporting Period.

RESERVES

Details of movements in the reserves of the Group and the Company for the year ended December 31, 2019 are set out in the consolidated statement of changes in equity and note 27 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at December 31, 2019, the Company's reserves available for distribution, calculated in accordance with the provisions of Cayman Companies Law, amounted to approximately RMB0.8 billion (as at December 31, 2018: RMB0.8 billion).

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in the property, plant and equipment of the Group for the year ended December 31, 2019 are set out in note 15 to the consolidated financial statements. None of the applicable percentage ratios (as defined under the Listing Rules) in relation to a single property, plant or equipment exceeds 5%.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate sales to the Group's five largest distributors and customers for service performed accounted for approximately 78.4% of the Group's total revenue for the year ended December 31, 2019 and among which our top distributor accounted for approximately 43.7% of the Group's total revenue for the year ended December 31, 2019.

The Group's five largest suppliers for the year 2019 were promotion channels and server provider. The aggregate charges from the Group's five largest suppliers accounted for approximately 18.8% of the Group's cost of revenues and expenses attributable to suppliers for the year ended December 31, 2019 and among which our top supplier accounted for approximately 5.0% of the Group's cost of revenues and expenses attributable to suppliers for the year ended December 31, 2019.

None of the Directors or any of their close associates, or any Shareholders which to the knowledge of the Directors own more than 5% of the Company's issued shares have any interests in the Group's five largest suppliers or distributors.

DONATIONS

During the year ended December 31, 2019, the Company did not make any charitable contributions and other donations (2018: Nil).

Report of the Directors

DIRECTORS

The Directors during the year ended December 31, 2019 and up to the date of this annual report are:

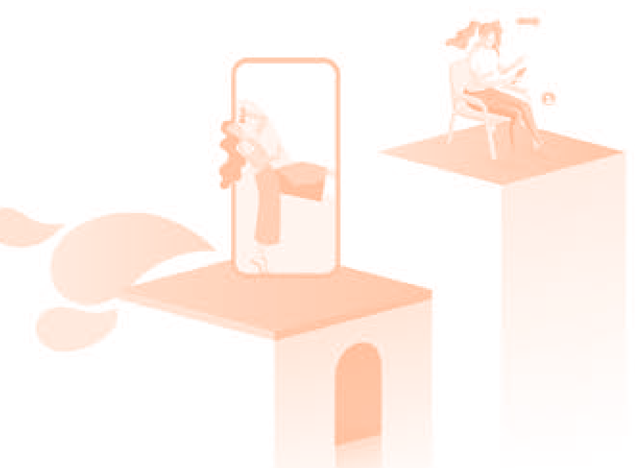
Executive Directors
Mr. Fu Zhengjun *(Chairman and chief executive officer)*
Mr. Mai Shi'en *(Chief operating officer and acting chief financial officer)*

Non-Executive Directors
Mr. Mao Chengyu
Ms. Cao Fei

Independent Non-Executive Directors
Ms. Yu Bin
Mr. Yang Wenbin
Mr. Chan Wing Yuen Hubert

In accordance with article 84 of the Articles of Association, one-third of the Directors shall retire from office by rotation at an annual general meeting (the "**AGM**") and be eligible for re-election. Accordingly, Mr. Mai Shi'en, being an executive Director, Mr. Mao Chengyu, being a non-executive Director and Ms. Yu Bin, being an independent non-executive Director, shall retire from office at the forthcoming AGM and, being eligible, will offer themselves for re-election at the forthcoming AGM.

The Board has received an annual confirmation of independence from each of the independent non-executive Directors pursuant to Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The Board considers all independent non-executive Directors to be independent.



DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years (subject to termination in certain circumstances as stipulated in the relevant service agreements and retirement by rotation in accordance with the Articles of Association).

Each of the non-executive Directors and the independent non-executive Directors has entered into a letter of appointment with the Company for a term of three years (subject to termination in certain circumstances as stipulated in the relevant letters of appointment and retirement by rotation in accordance with the Articles of Association).

None of the Directors has entered into or is proposed to enter into any service agreement of our Group (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation, other than statutory compensation).

The procedures and process of appointment, re-election and removal of Directors are set out in the Articles of Association. The nomination committee of the Company (the "**Nomination Committee**") is responsible for reviewing the Board composition and recommending to the Board on the appointment or re-appointment of Directors and succession planning for the Directors, in particular the Chairman and chief executive officer.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

None of the Directors or any entity connected with the Directors has or had a material beneficial interest, whether directly or indirectly, in any transaction, arrangement or contract which is significant in relation to the Group's business to which the Company or any of its subsidiaries or fellow subsidiaries was a party during the year ended December 31, 2019.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

None of the Controlling Shareholders (as defined below) or its subsidiary has or had a material interest, either directly or indirectly, in any contract of significance, whether for the provision of services or otherwise, to the business of the Group to which the Company or any of its subsidiaries was a party during the year ended December 31, 2019.

Report of the Directors

ENFORCEMENT OF THE DEED OF NON-COMPETITION

Pursuant to the deed of non-competition dated June 16, 2014 (the "**Non-Competition Deed**") entered into by Mr. Fu Zhengjun, Three-Body Holdings Ltd and Blueberry Worldwide Holdings Limited (the "**Covenantors**" or "**Controlling Shareholders**"), each of the Covenantors has jointly and severally, unconditionally and irrevocably undertaken with our Company that he/it will not (except through the Group and any investment or interests held through the Group), and will procure his/its associates (other than any member of our Group) not to, directly or indirectly (including through nominees), carry on, participate, acquire or hold any right or interest or otherwise be interested, involved or engaged in or connected with, any business which is in competition with or similar to or is likely to be in competition with the business referred to in the prospectus of the Company dated June 25, 2014 (the "**Prospectus**") that is carried on or contemplated to be carried on by any member of our Group (the "**Restricted Business**"). In addition, the Covenantors also granted the Company options for new business opportunities related to the Restricted Business. For details of the Non-Competition Deed, please refer to the Prospectus.

The Company has received confirmations from the Controlling Shareholders confirming their compliance with the Non-Competition Deed for disclosure in this annual report during the Reporting Period.

The Company and its Directors have made market enquiries and nothing has come to the attention of the Company or its Directors that the Controlling Shareholders are engaging in any business that may compete with that of the Group in contravention of the terms of the Non-Competition Deed. The independent non-executive Directors have also reviewed the compliance and enforcement status of the Non-Competition Deed, and are of the view that the Controlling Shareholders have abided by the undertakings contained in the Non-Competition Deed during the Reporting Period.

DIRECTORS' EMOLUMENTS AND FIVE INDIVIDUALS WITH HIGHEST EMOLUMENTS

Particulars of the Directors' emoluments and five highest paid individuals for the year ended December 31, 2019 are set out in note 9 and note 40 respectively to the consolidated financial statements and the emolument policy of the Company is set out in the Corporate Governance Report on pages 75 to 87 of this annual report.

No Director has waived or has agreed to waive any emoluments during the year ended December 31, 2019.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year ended December 31, 2019, none of the Directors or their respective associates (as defined in the Listing Rules) had any interest in any business which was in competition or was likely to compete, either directly or indirectly, with the business of the Group.

Report of the Directors

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As of December 31, 2019, the interests or short positions of the Directors or chief executive of the Company in the shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance ("**SFO**")) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which would be required to be entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or which would be required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") are as follows:

Interests in ordinary shares of the Company:

Name of Director	Nature of interests	Number of shares held	Approximate percentage of shareholding as at December 31, 2019
Mr. Fu Zhengjun ("**Mr. Fu**")	Founder of a discretionary trust *(Note 1)*	306,000,000	24.30%
	Beneficiary owner	200,000	0.02%

Notes:

1. *UBS Trustees (BVI) Limited, the trustee of Mr. Fu's Trust (as defined below), holds the entire issued share capital of Three-Body Holdings Ltd through its nominee, UBS Nominee Limited. Three-Body Holdings Ltd holds the entire issued share capital of Blueberry Worldwide Holdings Limited. Blueberry Worldwide Holdings Limited in turn holds 306,000,000 shares in our Company. Mr. Fu's trust ("**Mr. Fu's Trust**") is a discretionary trust established by Mr. Fu (as the settlor) and the discretionary beneficiaries of which are Mr. Fu and his family members. Accordingly, each of Mr. Fu, UBS Trustees (BVI) Limited, Three-Body Holdings Ltd and Blueberry Worldwide Holdings Limited is deemed to be interested in the 306,000,000 shares held by Blueberry Worldwide Holdings Limited.*

Report of the Directors

Interest in underlying shares of the Company:

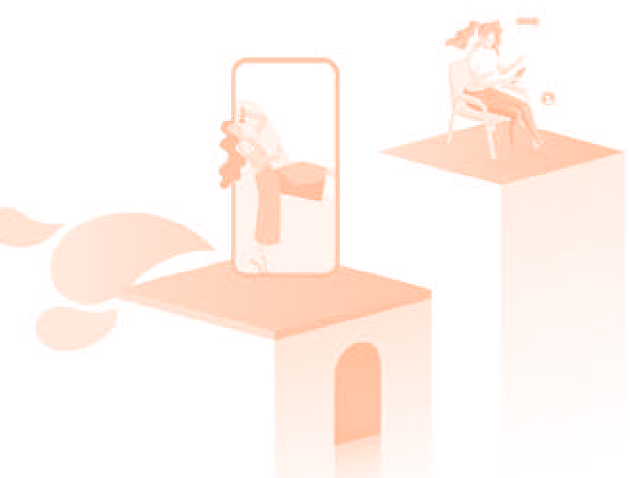
Name of Directors	Position held within our Group	Nature	Number of shares represented by options or RSUs	Exercise price (US$)	Approximate percentage of shareholding as at December 31, 2019
Mr. Mai Shi'en	Executive Director, chief operating officer and acting chief financial officer	RSUs *(Note 1)*	4,050,000	Nil	0.32%
Mr. Mao Chengyu	Non-executive Director	Options *(Note 2)*	200,000	0.35	0.02%
Ms. Yu Bin	Independent non-executive Director	Options *(Note 2)*	200,000	0.35	0.02%
Mr. Chan Wing Yuen Hubert	Independent non-executive Director	Options (Note2)	200,000	0.35	0.02%

Notes:

1. *Mr. Mai Shi'en is interested in 405,000 Pre-IPO RSUs granted to him on May 22, 2014 under the Pre-IPO RSU Scheme entitling him to receive 4,050,000 shares.*

2. *Mr. Mao Chengyu, Ms. Yu Bin, and Mr. Chan Wing Yuen Hubert are each interested in 20,000 Pre-IPO options granted to each of them on May 22, 2014 under the Pre-IPO share Option Scheme entitling each of them to receive 200,000 shares.*

Save as disclosed above, as at December 31, 2019, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which would be required to be entered in the register required to be kept by the Company pursuant to section 352 of the SFO, or which would be required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.



Report of the Directors

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at December 31, 2019, the following persons (other than the Directors or chief executive of the Company), had interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholders	Nature of interests	Number of shares or securities held	Approximate percentage of interest as at December 31, 2019
UBS Trustees (BVI) Limited	Trustee *(Note 1)*	306,000,000	24.30%
Three-Body Holdings Ltd	Interest in controlled corporation *(Note 1)*	306,000,000	24.30%
Blueberry Worldwide Holdings Limited	Beneficial owner *(Note 1)*	306,000,000	24.30%
Sina Hong Kong Limited	Beneficial owner	300,000,000	23.83%
Ho Chi Sing	Interest in controlled corporation *(Note 2)*	110,000,000	8.74%
Zhou Quan	Interest in controlled corporation *(Note 2)*	110,000,000	8.74%
IDG-Accel China Growth Fund GP II Associates Ltd.	Interest in controlled corporation *(Note 2)*	110,000,000	8.74%
IDG-Accel China Growth Fund II Associates L.P.	Interest in controlled corporation *(Note 2)*	102,146,200	8.11%
IDG-Accel China Growth Fund II L.P.	Beneficial owner *(Note 2)*	102,146,200	8.11%

Report of the Directors

Notes:

1. *UBS Trustees (BVI) Limited, the trustee of Mr. Fu's Trust, holds the entire issued share capital of Blueberry Worldwide Holdings Limited through Three-Body Holdings Ltd. Blueberry Worldwide Holdings Limited holds 306,000,000 shares in our Company. Mr. Fu's Trust is a discretionary trust established by Mr. Fu (as the settlor) and the discretionary beneficiaries of which are Mr. Fu and his family members. Accordingly, each of Mr. Fu, UBS Trustees (BVI) Limited, Three-Body Holdings Ltd and Blueberry Worldwide Holdings Limited is deemed to be interested in the 306,000,000 shares held by Blueberry Worldwide Holdings Limited.*

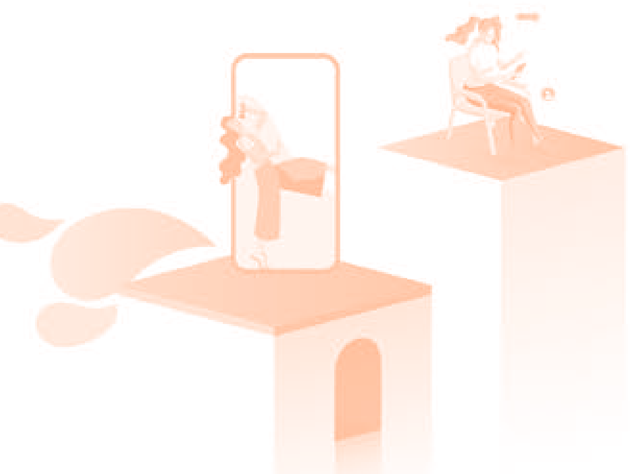
2. *IDG-Accel China Growth Fund II L.P. is wholly owned by IDG-Accel China Growth Fund II Associates L.P., which is in turn wholly owned by IDG-Accel China Growth Fund GP II Associates Ltd. Accordingly, each of IDG-Accel China Growth Fund II L.P., IDG-Accel China Growth Fund II Associates L.P. and IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in the 102,146,200 shares held by IDG-Accel China Growth Fund II L.P.. Separately, IDG-Accel China Investors II L.P. is wholly owned by IDG-Accel China Growth Fund GP II Associates Ltd., therefore IDG-Accel China Growth Fund GP II Associates Ltd. is deemed to be interested in the shares held by IDG-Accel Growth Investors II L.P.*

   Each of Ho Chi Sing and Zhou Quan holds 50% of the issued share capital of IDG-Accel China Growth Fund GP II Associates Ltd., therefore both Ho Chi Sing and Zhou Quan are deemed to be interested in the 110,000,000 shares which IDG-Accel China Growth Fund GP II Associates Ltd. is interested in total.

Save as disclosed above, as at December 31, 2019, the Directors and the chief executive of the Company are not aware of any other person (other than the Directors or chief executives of the Company) who had an interest or short position in the shares or underlying shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register required to be kept by the Company pursuant to section 336 of the SFO.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Save as disclosed in the sections headed "Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares and Debentures" and "Share Incentive Schemes" in this annual report and in note 28 to the consolidated financial statements, at no time during the Reporting Period was the Company or any of its subsidiaries a party to any arrangement to enable the Directors or chief executive of the Company (including their spouses or children under 18 years of age) to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.



SHARE INCENTIVE SCHEMES

In order to incentivize our Directors, senior management and other employees for their contribution to the Group and to attract and retain suitable personnel to our Group, the Company adopted the Pre-IPO Share Option Scheme on December 9, 2008 (amended and restated on October 21, 2011 and May 22, 2014) and the Pre-IPO RSU Scheme on May 22, 2014. We also conditionally adopted the Post-IPO RSU Scheme and the Post-IPO Share Option scheme on June 16, 2014.

The principal terms of the Pre-IPO Share Option Scheme, the Post-IPO Share Option Scheme (collectively, the "**Share Option Schemes**"), the Pre-IPO RSU Scheme and Post-IPO RSU Scheme (collectively, the "**RSU Schemes**") are summarized in the section headed "Statutory and General Information – D. Share Incentive Schemes" in Appendix IV to the Company's Prospectus.

Pre-IPO Share Option Scheme

The purposes of the Pre-IPO Share Option Scheme are to attract and retain the best available personnel for positions of substantial responsibility, to provide additional incentives to selected employees, Directors and consultants and to promote the success of the Company's business by offering these individuals an opportunity to acquire a proprietary interest in the success of the Company or to increase this interest, by issuing them shares or by permitting them to purchase shares.

(i) The maximum aggregate number of shares that may be issued under the Pre-IPO Share Option Scheme shall not exceed 8,845,575 shares as at the date of the Prospectus. But following the capitalization issue (as defined in the Prospectus), it has been adjusted to 88,455,750 shares, which represented 7.02% of the total number of issued shares of the Company as at the date of this annual report;

(ii) The exercise price of any option shall be determined by the Administrator (as defined hereinafter) in its sole discretion, except that the exercise price of an incentive stock option shall not be less than 100% of the fair market value on the date of grant;

(iii) The Pre-IPO Share Option Scheme shall remain in effect for a term of ten (10) years subject to any amendments, alterations, suspension or termination by the Board or any of its committee (the "**Administrator**"). The Pre-IPO Share Option Scheme has already expired; and

(iv) Any share option granted under the Pre-IPO Share Option Scheme shall automatically expire if it is not taken up within 30 days after the date of grant.

Report of the Directors

Post-IPO Share Option Scheme

The purposes of the Post-IPO Share Option Scheme are to incentivize and reward the eligible persons for their contribution to the Group and to align their interests with that of the Company so as to encourage them to work towards enhancing the value of the Company.

(i) The participants can be an employee (whether full time or part time) or a director of a member of our Group or associated companies of our Company ("**Eligible Persons**");

(ii) The maximum number of shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option schemes of our Company must not in aggregate exceed 121,706,700, representing 9.66% of the total number of shares in issue as at the date of this report. As at December 31, 2019, 4,000,000 options have been granted by us pursuant to the Post-IPO Share Option Scheme;

(iii) No options shall be granted to any Eligible Person under the Post-IPO Share Option Scheme and any other schemes of our Company which, if exercised, would result in such Eligible Person becoming entitled to subscribe for such number of shares as, when aggregated with the total number of shares already issued or to be issued to him under all options granted to him (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of offer of such options, exceeds 1% of the shares in issue at such date;

(iv) An amount of HK$1.00 is payable upon acceptance of the grant of an option and such payment shall not be refundable and shall not be deemed to be a part payment of the exercise price;

(v) The exercise price shall be such price as determined by the Board and notified to an option-holder and which shall not be less than the higher of: (a) the closing price of the shares as stated in the Stock Exchange's daily quotation sheets on the date of offer of the option; (b) the average of the closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of offer of the option; and (c) the nominal value of the shares;

(vi) The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date and the remaining life of this scheme is around 4 years and 3 months; and

(vii) Any option which remains unexercised shall lapse upon the expiry of the option period, which period shall be determined by the Board and shall not exceed ten years from the offer date of the option.

Outstanding Share Options

Pre-IPO Share Option Scheme

As disclosed in the section headed "Statutory and General Information – D. Share Incentive Schemes – 1. Pre-IPO Share Option Scheme" in Appendix IV to the Prospectus, prior to the Listing, options representing a total of 15,648,000 shares were granted to 490 grantees under the Pre-IPO Share Option Scheme. Our Company adopted the Pre-IPO RSU Scheme to partially replace the options granted under the Pre-IPO Share Option Scheme. Options representing a total of 4,280,000 shares, which were granted to 5 persons including 2 executive Directors, 1 senior management, 1 connected person and 1 other employee of our Group, were replaced by Pre-IPO RSUs. No consideration was paid by any of the grantees of the options under the Pre-IPO Share Option Scheme for any options granted to them. Although the Company determines the vesting period of each option holders on a case by-case basis, the general vesting period for the option holders are as follows: 25% of the shares subject to the Pre-IPO Share Option shall vest on the first anniversary of the granting date, and 1/48 of the shares subject to the Pre-IPO Share Option shall vest each month thereafter over the next three years on the same day of the month as the granting date (such day to be deemed to be the last day of the month, when necessary), subject to the option holders continuing to be a service provider through these dates.

As at December 31, 2019, options representing a total of 15,939,335 shares (taking into account the 28,419,986 options which have lapsed or cancelled and options in respect of an aggregate of 69,320,679 shares which have been exercised in accordance with the terms of the Pre-IPO Share Option Scheme) were outstanding. If all the options under the Pre-IPO Share Option Scheme are exercised, there would be a dilution effect on the shareholdings of our Shareholders of approximately 1.25% as at December 31, 2019. However, as the options are exercisable over a 10-year period from the date of grant, any such dilutive effect on earnings per Share may be staggered over several years.

No other share options have been granted by us after the Listing pursuant to the Pre-IPO Share Option Scheme.

The Company has appointed The Core Trust Company Limited (匯聚信託有限公司) as the trustee and Happy88 Holdings Limited, a company incorporated in the British Virgin Islands and an independent third party, as the nominee to administer the Pre-IPO Share Option Scheme pursuant to its scheme rules. During the Reporting Period, no shares have been issued and allotted to Happy88 Limited.

Report of the Directors

Post-IPO Share Option Scheme

The maximum number of shares which may be issued upon exercise of all options to be granted under the Post-IPO Share Option Scheme and any other share option scheme of our Company must not in aggregate exceed 121,706,700, representing 10% of the total number of shares in issue as at the Listing Date.

During the year ended December 31, 2019, no share option was exercised, granted, lapsed or cancelled under the Post-IPO Share Option Scheme. As a result, as at December 31, 2019, options representing a total of 2,852,000 shares were outstanding, representing approximately 0.23% of the issued shares of the Company.

The Post-IPO Share Option Scheme shall be valid and effective for a period of ten years commencing on the Listing Date and the remaining life of this scheme is around 4 years and 4 months. The options are exercisable over a 10-year period from the date of grant.

The options granted on September 22, 2015 have been vested on December 22, 2015, September 22, 2016, September 22, 2017 and September 22, 2018 respectively and the number of options granted for the respective vesting dates was 1,625,000, 1,125,000, 875,000 and 375,000. The closing price of the shares immediately before the date of grant was HK$3.31.

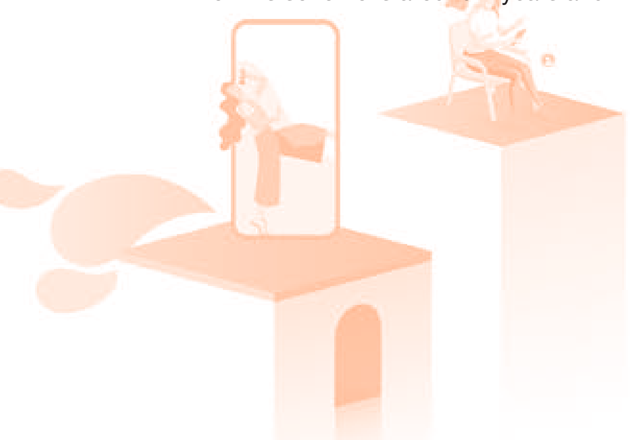
Pre-IPO RSU Scheme

The purposes of the Pre-IPO RSU Scheme are to recognize the contributions by grantees and to give incentives thereto in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

(i) the total number of shares underlying RSUs under the Pre-IPO RSU Scheme shall not exceed 7,280,000 shares;

(ii) the participants of the scheme are existing employees, Directors or officers of the Group, and any other person selected by the Board or the RSUs and option committee at its sole discretion from time to time; and

(iii) the duration of the Pre-IPO RSU Scheme is 10 years commencing on May 22, 2014 and the remaining life of this scheme is around 4 years and 2 months.



Post-IPO RSU Scheme

The scheme rules of the Post-IPO RSU Scheme are substantially similar to the Pre-IPO RSU Scheme. The purposes of the Post-IPO RSU Scheme are to incentivize directors, senior management, consultants and employees of the Company for their contribution to the Company, to retain them for continual operation and development of the Company and to attract suitable personnel for further development of the Company.

(i) the maximum aggregate number of shares underlying all grants of RSUs pursuant to the Post-IPO RSU Scheme will not exceed 24,341,340 shares, representing approximately 2% of the total number of shares in issue as at the Listing Date;

(ii) the participants of the scheme are existing employees, Directors or officers of the Group, and any other person selected by the Board or the RSUs and option committee at its sole discretion from time to time; and

(iii) the duration of the Post-IPO RSU Scheme is 10 years commencing on June 16, 2014 and the remaining life of this scheme is around 4 years and 3 months.

Outstanding RSUs

Pre-IPO RSU Scheme

A total of 7,280,000 Pre-IPO RSUs (which includes the 4,280,000 Pre-IPO RSUs which were granted to partially replace the options granted under the Pre-IPO Share Option Scheme) have been granted on May 22, 2014 to 17 grantees, including 2 executive Directors, 3 senior management members, 1 connected person of the Group and 11 other employees. The 4,280,000 Pre-IPO RSUs that were granted to replace the Pre-IPO Share Option Scheme have the same vesting period as the Pre-IPO Share Options. For the Pre-IPO RSUs granted to the remaining Pre-IPO RSU grantees, 25% shall vest on the first anniversary of the date of the grant letter, and 1/48 shall vest each month thereafter over the next three years on the same day of the month as the date of the grant letter (such day to be deemed to be the last day of the month, when necessary).

On July 9, 2014, upon the Company's IPO on the Main Board of the Stock Exchange, the Company's ordinary shareholders received 9 bonus shares for every registered ordinary share that they already held. As a result, the 7,280,000 ordinary shares of the Company underlying the RSUs were adjusted to 72,800,000 ordinary shares on a one-to-ten basis. As at the date of this annual report, the total number of shares underlying the RSUs represents approximately 5.78% of the total number of shares of the Company.

We have appointed The Core Trust Company Limited (匯聚信託有限公司) as the trustee and Tangguo Limited, a company incorporated in the British Virgin Islands and an independent third party, as the nominee to administer the Pre-IPO RSU Scheme pursuant to its scheme rules.

During the Reporting Period, RSUs in respect of an aggregate of 254,000 shares have been exercised by grantees under the Pre-IPO RSU Scheme and no RSUs were granted, cancelled and lapsed. As a result, as at December 31, 2019, 11,988,000 shares have been allotted and issued to Tangguo Limited.

Report of the Directors

Post-IPO RSU Scheme

As at December 31, 2019, RSUs in respect of a total of 30,893,488 shares pursuant to the Company's Post-IPO RSU Scheme have been granted on April 20, 2015, September 15, 2015, April 1, 2016, April 5, 2017, April 18, 2017 and June 3, 2019.

The RSUs granted on April 20, 2015 were vested on August 16, 2015 and August 16, 2016, respectively and the number of RSUs granted for the respective vesting date is 1,749,500 and 1,749,500. The closing price of the shares immediately before the date of grant was HK$5.48.

The RSUs granted on September 15, 2015 were vested on December 15, 2015, September 15, 2016 and September 15, 2017, respectively and the number of RSUs granted for the respective vesting date is 1,646,000, 930,000 and 144,000. The closing price of the shares immediately before the date of grant was HK$2.90.

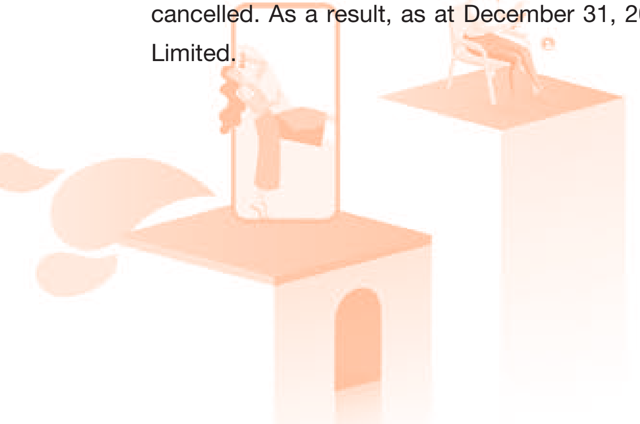
The RSUs granted on April 1, 2016 were vested on August 3, 2016 and August 3, 2017, respectively and the number of RSUs granted for the respective vesting date is 524,350 and 524,338. The closing price of the shares immediately before the date of grant was HK$4.96.

The RSUs granted on April 5, 2017 were vested on May 28, 2017, July 20, 2017, May 28, 2018 and July 20, 2018 respectively and the number of RSUs granted for the respective vesting date was 4,944,800, 389,333, 4,944,800 and 389,321. The closing price of the shares immediately before the date of grant was HK$6.19.

The RSUs granted on April 18, 2017 were vested on May 28, 2017, July 20, 2017, May 28, 2018 and July 20, 2018 respectively and the number of RSUs granted for the respective vesting date was 1,455,200, 23,573, 1,455,200 and 23,573. The closing price of the shares immediately before the date of grant was HK$5.13.

The RSUs granted on June 3, 2019 were vested on September 30, 2019 and December 31, 2019 respectively and the number of RSUs granted for the respective vesting date was 5,000,000 respectively. The closing price of the shares immediately before the date of grant was HK$2.08.

The Company appointed The Core Trust Company Limited (匯聚信託有限公司) as the trustee and Xinshow Limited, a company incorporated in the British Virgin Islands and an independent third party, as the nominee to administer the Post-IPO RSU Scheme. During the Reporting Period, RSUs in respect of an aggregate of 3,501,483 shares have been exercised by grantees under the Post-IPO RSU Scheme and no RSUs were lapsed and cancelled. As a result, as at December 31, 2019, 18,294,842 shares have been allotted and issued to Xinshow Limited.



Report of the Directors

Details of the options granted under the Share Option Schemes and the RSUs granted under the RSU Schemes

The following table shows the details of the options and/or the RSUs granted and outstanding under the Schemes to, on an individual basis, the Directors, chief executive members and other connected person of the Group as at December 31, 2019.

Name of Grantee	Position Held within Our Group	Nature	Number of Shares Represented by Option or RSUs	Date of Grant	Outstanding as at January 1, 2019	Exercise Price (US$)	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2019
Director of our Company										
Mr. Mai Shi'en	Executive Director, chief operating officer and acting chief financial officer	RSUs	4,050,000	22 May 2014	4,050,000	Nil	0	0	0	4,050,000
Mr. Mao Chengyu	Non-executive Director	Options	200,000	22 May 2014	200,000	0.35	0	0	0	200,000
Ms. Yu Bin	Independent non-executive Director	Options	200,000	22 May 2014	200,000	0.35	0	0	0	200,000
Mr. Chan Wing Yuen, Hubert	Independent non-executive Director	Options	200,000	22 May 2014	200,000	0.35	0	0	0	200,000
Four Directors		Options	600,000							
		RSUs	4,050,000							
		Sub-total	4,650,000							

Report of the Directors

The following is a summary table showing further details of the options and/or the RSUs granted and outstanding under the Share Option Schemes and the RSU Schemes to individuals who are neither a Director, chief executive member nor a connected person of the Group as at December 31, 2019.

Rank/Position Held With Our Group	Nature	Number of Shares Represented by Option or RSUs	Date of Grant	Outstanding as at January 1, 2019	Exercise Price (US$/HK$)	Exercised during the Reporting Period	Cancelled during the Reporting Period	Lapsed during the Reporting Period	Outstanding as at December 31, 2019
165 other employees, 46 other consultants and 21 ex-employees *(Note 1)*	Options	0	January 14, 2009	82,000	US$0.01	82,000	0	0	0
		0	July 23, 2009	450,000	US$0.021	450,000	0	0	0
		0	July 23, 2009	2,161,540	US$0.03	2,161,000	0	540	0
		1,122,380	June 17, 2010	1,223,380	US$0.06	101,000	0	0	1,122,380
		79,000	September 6, 2010	79,000	US$0.06	0	0	0	79,000
		5,601,000	September 6, 2010	5,601,000	US$0.035	0	0	0	5,601,000
		2,399,050	December 20, 2010	2,399,050	US$0.06	0	0	0	2,399,050
		1,300,000	December 26, 2011	1,300,000	US$0.06	0	0	0	1,300,000
		20,000	December 26, 2011	374,000	US$0.1	354,000	0	0	20,000
		566,110	December 26, 2011	572,110	US$0.12	6,000	0	0	566,110
		962,795	October 14, 2012	962,795	US$0.15	0	0	0	962,795
		288,000	September 14, 2013	331,000	US$0.2	13,000	0	30,000	288,000
		3,001,000	May 22, 2014	3,055,739 *(Note 2)*	US$0.35	19,500	0	35,239	3,001,000
		2,852,000	September 22, 2015	2,852,000	HK$3.50	0	0	0	2,852,000
	Options total	18,191,335		21,443,614	-	3,186,500	0	65,779	18,191,335
	RSUs	7,938,000	May 22, 2014	8,192,000	Nil	254,000	0	0	7,938,000
		437,409	April 20, 2015	499,409	Nil	62,000	0	0	437,409
		66,717	September 15, 2015	109,226	Nil	42,509	0	0	66,717
		496,308	April 1, 2016	554,079	Nil	57,771	0	0	496,308
		8,381,306	April 5, 2017	8,543,229	Nil	161,923	0	0	8,381,306
		2,026,152	April 18, 2017	2,090,382	Nil	64,230	0	0	2,026,152
		0	June 3, 2019	0		10,000,000 *(Note 3)*	0	0	0
	RSUs total	19,345,892		19,988,325		10,642,433	0	0	19,345,892
	Sub-total	37,537,227							

Note:

1. *Consultants are third party agents who provided our Group with business consultancy services on financial management, research and development, human resources and sales. Pursuant to the Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme, a total of 8,424,500, options have been granted to 46 consultants.*

2. *Included 180,000 options granted to Mr. Herman Yu, a former non-executive Director who resigned with effect from January 11, 2018.*

3. *The 10,000,000 RSUs were granted on June 3, 2019.*

4. *The weighted average closing price of the shares immediately before the dates on which the options were exercised during the Reporting Period was approximately HKD2.10.*

5. *The weighted average closing price of the shares immediately before the dates on which the RSUs were exercised during the Reporting Period was approximately HKD1.94.*

CONNECTED TRANSACTIONS

Subscription of Interest in Limited Partnership

On January 7, 2019, Jinhua9158, a PRC operating entity of the Company, entered into a separate limited partnership agreement and a separate subscription confirmation letter with Suzhou Yunyue Enterprise Management Center (Limited Partnership) ("**Suzhou Yunyue**") to invest RMB25 million (approximately US$3.5 million) in Suzhou Yunyue (the "**RMB Fund II**") as a limited partner (the "**Investment**").

Jinhua9158 would subscribe for and agreed to purchase a limited partnership interest in the RMB Fund II. The aggregate capital commitment to the RMB Fund II was RMB25 million (approximately USD3.5 million).

Mr. Mao Chengyu, being a non-executive Director, is interested in approximately 90% of the equity interest in Suzhou Yunyue, the general partner of the RMB Fund II. Therefore, Suzhou Yunyue is an associate of Mr. Mao and a connected person of the Company under the Listing Rules. As such, the Investment constituted a connected transaction of the Company under Rule 14A.23 of the Listing Rules.

As the percentage ratios (as defined in the Listing Rules) applicable to the Investment exceed 0.1% but do not exceed 5% and the Investment is conducted on normal commercial terms, pursuant to Rule 14A.76 (2) of the Listing Rules, the Investment was only subject to the reporting and announcement requirements set out in Rules 14A.68 and 14A.71 of the Listing Rules and was exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

For further details of the Investment, please refer to the Company's announcements dated January 7, 2019 and January 22, 2019.

Report of the Directors

Disposal of Interest

On January 16, 2019, Jinhua Ruichi Investment Management Company Limited (金華睿馳投資管理有限公司) (the "**Vendor**"), a wholly-owned subsidiary of a PRC operating entity of our Group, Beijing Weimeng Chuangke Investment Management Company Limited (北京微夢創科創業投資管理有限公司) (the "**Purchaser**") and Shanghai Benqu (the "**Target Company**") entered into the Share Transfer Agreement pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, 36% of the equity interest of Jinhua Ruian Investments Management Company Limited ("**Jinhua Ruian**"), which was a wholly-owned subsidiary of the Vendor before the completion of the disposal and holds 80% equity interest in the Target Company, for an aggregate consideration of approximately RMB292.6 million (approximately HK$340.2 million) (the "**Disposal**"). Pursuant to the Share Transfer Agreement, the Purchaser also agreed to purchase, and Maanshan Benqu Network Technology Partnership (General Partnership) (馬鞍山本趣網絡科技合夥企業(普通合夥)) ("**Benqu Network**") agreed to sell, 6% equity interest of the Target Company, in consideration of approximately RMB61.0 million (approximately HK$70.9 million). The Target Company develops and operates a leading mobile photo and video application in China, Wuta Camera, which has utilized artificial intelligence technology.

As the Purchaser is an associate of the beneficiary owner of Sina Hong Kong Limited, and Sina Hong Kong Limited is a substantial shareholder of the Company holding 23.69% of the issued share capital of the Company as of January 16, 2019, the Purchaser constituted a connected person of the Company under the Listing Rules, and the Disposal constituted a connected transaction for the Company under Chapter 14A of the Listing Rules. As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal is/are more than 5% but all of the applicable percentage ratios are less than 25%, the Disposal constituted a discloseable and connected transaction of the Company, which was subject to the reporting, announcement, circular and the independent Shareholders' approval requirements under Chapter 14 and Chapter 14A of the Listing Rules.

An extraordinary general meeting of the Company was held on May 24, 2019, at which the resolution to approve, among other things, the Disposal, the Share Transfer Agreement and the transaction contemplated thereunder was duly passed as ordinary resolution of the Company.

The Disposal had been completed on July 5, 2019. Upon the completion, Jinhua Ruian is 64% owned by the Company through the Vendor and 36% owned by the Purchaser.

For further details of the Disposal, please refer to the Company's announcements dated January 16, 2019, April 29, 2019 and July 5, 2019 and the Company's circular dated April 29, 2019.

Report of the Directors

Connected Transactions since Listing

We have entered into a number of agreements and arrangements with our connected persons (as set out below) in our ordinary and usual course of business which are not exempted from reporting.

The table below sets forth the connected persons of our Company who conduct connected transactions with our Group since Listing and the nature of their connection with our Group:

Name	Connected Relationship
Mr. Fu	Mr. Fu is our Director and is therefore our connected person pursuant to Rule 14A.07(1) of the Listing Rules.
Sina Hong Kong Limited ("**SINA HK**")	SINA HK is a substantial shareholder of our Company and is therefore our connected person pursuant to Rule 14A.07(1) of the Listing Rules.
Beijing SINA Internet Information Service Co., Ltd. ("**Beijing SINA**")	Beijing SINA is a subsidiary of SINA HK and is therefore our connected person pursuant to Rule 14A.07(4) of the Listing Rules.
Hantang	Hantang is owned as to 98% by Mr. Fu and is therefore our connected person pursuant to Rule 14A.07(4) of the Listing Rules.
Jinhua9158	Jinhua9158 is owned as to 98% by Mr. Fu and is therefore our connected person pursuant to Rule 14A.07(4) of the Listing Rules.
Jinhua99	Jinhua99 is owned as to 98% by Mr. Fu and is therefore our connected person pursuant to Rule 14A.07(4) of the Listing Rules.
Xingxiu	Xingxiu is owned as to 98% by Mr. Fu and is therefore our connected person pursuant to Rule 14A.07(4) of the Listing Rules.

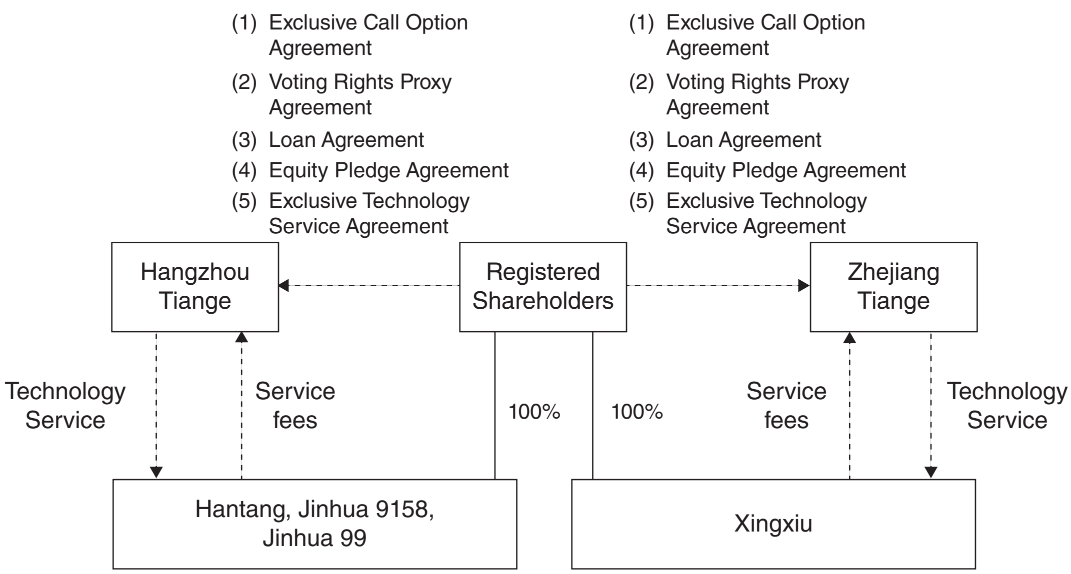
Contractual Arrangements

The Company is primarily engaged in the operations of live social video communities, online and mobile games (the "**Principal Business**"), which is considered to be value-added telecommunications services, a sector where foreign investment is subject to significant restrictions under PRC laws and regulations. Accordingly, we, as foreign investors, cannot acquire equity interest in Hantang, Jinhua9158, Jinhua99 and Xingxiu (the "**PRC Operating Entities**", each a "**PRC Operating Entity**"), which hold certain licenses and permits required for the operation of our Principal Business. Therefore, our Group, through our WFOEs, Hangzhou Tiange and Zhejiang Tiange, has entered into the contractual arrangements ("**Contractual Arrangements**") with our PRC Operating Entities and their shareholders in order to conduct the Principal Business in the PRC and to assert management control over the operations of, and enjoy all economic benefits of, each of the PRC Operating Entities.

Report of the Directors

As part of the reorganization, Hangzhou Tiange and Zhejiang Tiange, the PRC Operating Entities, Mr. Fu and Mr. Fu Yanchang as the registered shareholders of the PRC Operating Entities (the "**Registered Shareholders**") entered into a series of agreements (the "**New Agreements**") underlying the Contractual Arrangements. Each of the PRC Operating Entities, the relevant WFOE and the Registered Shareholders (where applicable) entered into a set of underlying agreements with substantially identical terms, being (i) Exclusive Technology Service Agreement (獨家技術服務協議); (ii) Exclusive Call Option Agreement (獨家購買權協議); (iii) Voting Rights Proxy Agreement (股東表決權委託協議); (iv) Loan Agreement (借款協議); and (v) Equity Pledge Agreement (股權質押協議).

The following simplified diagram illustrates the Contractual Arrangements under the New Agreements:



Notes:

1. *Please refer to the section headed "Exclusive Call Option Agreement" below.*

2. *Please refer to the section headed "Voting Rights Proxy Agreement" below.*

3. *Please refer to the section headed "Loan Agreement" below.*

4. *Please refer to the section headed "Equity Pledge Agreement" below.*

5. *The registered shareholders are Mr. Fu and Mr. Fu Yanchang.*

6. *Please refer to the section headed "Exclusive Technology Service Agreement" below.*

Exclusive Technology Service Agreements

Each of our PRC Operating Entities and the relevant WFOE entered into an amended and restated Exclusive Technology Service Agreement in June 2014, pursuant to which the relevant PRC Operating Entity agrees to engage the relevant WFOE as its exclusive provider of technology services related to its business. In addition, the relevant WFOE has exclusive and proprietary rights to all intellectual properties arising from the performance of these services.

Pursuant to each Exclusive Technology Service Agreement, the relevant PRC Operating Entity shall pay to the relevant WFOE a service fee at 95% of the PRC Operating Entity's net revenue, i.e. revenue less any costs and expenses (except the service fee) necessary for such PRC Operating Entity's business operations and any taxes (except enterprise income tax) and accumulated losses in a given year, plus extra service fee for additional services provided by the relevant WFOE upon request of the relevant PRC Operating Entity, within three months after each calendar year for the services provided in the preceding year. Each Exclusive Technology Service Agreement has a term of twenty years and will be automatically renewed on a yearly basis after expiration unless otherwise notified by the relevant WFOE, and shall be terminated when the operating term of the relevant WFOE or the relevant PRC Operating Entity expires. To the extent permitted by law, each PRC Operating Entity is not contractually entitled to terminate relevant Exclusive Technology Service Agreement with the relevant WFOE. Further, without the prior written approval from the relevant WFOE, the relevant PRC Operating Entity (i) shall not enter into any transactions that may result in conflicts with the relevant Exclusive Technology Service Agreement or adversely affect the relevant WFOE's interests thereunder, and (ii) shall not dispose of any of its material assets or change its existing shareholding structure.

Exclusive Call Option Agreements

Each of our PRC Operating Entities, the Registered Shareholders, and the relevant WFOE entered into an amended and restated Exclusive Call Option Agreement in June 2014, pursuant to which (i) the Registered Shareholders irrevocably grant the relevant WFOE an exclusive and unconditional option to purchase their equity interests in the relevant PRC Operating Entity to the extent permitted under PRC law at a purchase price equal to the higher of the capital contribution paid to the registered capital by the respective Registered Shareholder for such interests or the lowest price permitted under PRC law, and (ii) the relevant PRC Operating Entity irrevocably grants the relevant WFOE an exclusive and unconditional option to purchase all or part of its assets to the extent permitted under PRC law at a purchase price equal to the higher of the net book value of such assets or the lowest price permitted under PRC law. The relevant WFOE may also designate a third party to purchase all or part of the interests and assets of the relevant PRC Operating Entity, subject to the call option. Such third party shall be (i) a direct or indirect shareholder of the relevant WFOE (when exercising equity purchase option or assets purchase option), or (ii) a director of the relevant WFOE or the relevant WFOE's direct or indirect shareholder who is a PRC citizen (when exercising equity purchase option).

Pursuant to each Exclusive Call Option Agreement, the Registered Shareholders and the relevant PRC Operating Entity each have undertaken to perform certain acts or refrain from performing certain acts until they obtain written consent from the relevant WFOE.

Report of the Directors

Each Exclusive Call Option Agreement expires when all the equity interests in and assets of the relevant PRC Operating Entity have been transferred to the relevant WFOE or its designated entities or individuals. To the extent permitted by law, each PRC Operating Entity and its Registered Shareholders are not contractually entitled to terminate relevant Exclusive Call Option Agreement with relevant WFOE.

In addition, the respective Registered Shareholders undertake that (i) in case they receive any dividends or other profit distributions from the PRC Operating Entities, they shall return the same to the WFOEs, with deduction of applicable taxes and governmental fees; and (ii) in case they receive any proceeds from transfer of equity interests in the PRC Operating Entities, or any distributions upon liquidation of the PRC Operating Entities, and if the amount of such proceeds or distribution is higher than the loans owed by the Registered Shareholders respectively to the WFOEs under the relevant Loan Agreements, they shall return to the relevant WFOE such proceeds or distribution they receive, with deduction of applicable taxes and governmental fees, and the amounts of relevant loans.

Equity Pledge Agreements

Each of the PRC Operating Entities, the Registered Shareholders and the relevant WFOE entered into an amended and restated Equity Pledge Agreement in June 2014, pursuant to which, the Registered Shareholders will pledge all their equity interests in the PRC Operating Entities to the relevant WFOE to secure their performance, as well as the performance of the PRC Operating Entities, of the relevant (i) Exclusive Technology Service Agreement; (ii) Exclusive Call Option Agreement; (iii) Voting Rights Proxy Agreement; and (iv) Loan Agreement. If any of the Registered Shareholders or PRC Operating Entities breaches or fails to fulfill the obligations under any of the aforementioned agreements, the relevant WFOE, as the pledgee, will be entitled to foreclose the pledge over the equity interests, entirely or partially.

Pursuant to each Equity Pledge Agreement, any dividend or bonus arising from the pledged equity interests shall be deposited into the relevant WFOE's designated bank account, and shall be used in discharge of the collateralized obligations with first priority. Under each Equity Pledge Agreement, the Registered Shareholders warrant to the relevant WFOE that all appropriate arrangements have been made and all necessary documents have been executed to ensure that none of their successors, guardians, creditors, spouses and other third parties will adversely impact or hinder the enforcement of the relevant Equity Pledge Agreement in the event of death, loss of legal capacity, bankruptcy, divorce or any other situation of the Registered Shareholders.

Pursuant to each Equity Pledge Agreement, the Registered Shareholders shall not obtain any dividend or bonus or (in the event of liquidation or termination of the relevant PRC Operating Entity) receive any distribution of properties or assets of the relevant PRC Operating Entity in respect of the pledged equity interests without prior consent from the relevant WFOE, and such dividend, bonus or remaining assets of the relevant PRC Operating Entity shall be deposited into the relevant WFOE's designated bank account, and shall be used in discharge of the secured debts with first priority. Each Equity Pledge Agreement will remain in full effect until all the contractual obligations have been performed or all the secured debts have been discharged.

Report of the Directors

Voting Rights Proxy Agreements

Each of the PRC Operating Entities, the Registered Shareholders and the relevant WFOE entered into an amended and restated Voting Rights Proxy Agreement in June 2014, pursuant to which, each Registered Shareholder, through the Power of Attorney, irrevocably appoints the person designated by the relevant WFOE as his attorney-in-fact to exercise the shareholder's rights in the relevant PRC Operating Entity. Pursuant to each Voting Rights Proxy Agreement, the appointee appointed by the relevant WFOE as the Registered Shareholder's power of attorney should be a director of the relevant WFOE or the relevant WFOE's direct or indirect shareholder, or such director's successor (including a liquidator replacing the director or its successor), and such appointee should be a PRC citizen and should not be either of the Registered Shareholders or any of their "connected person" as defined in the Listing Rules.

Each Voting Rights Proxy Agreement has a term of twenty years and will be extended for one year after expiration unless otherwise notified by the relevant WFOE. In case that (i) the operating term of the relevant WFOE or the relevant PRC Operating Entity expires, or (ii) the parties thereto mutually agree on an early termination, the relevant Voting Rights Proxy Agreement may be terminated. To the extent permitted by law, each PRC Operating Entity and its Registered Shareholders are not contractually entitled to terminate relevant Voting Rights Proxy Agreement with the relevant WFOE.

Powers of Attorney

Each of the Registered Shareholders executed an irrevocable Power of Attorney in June 2014, appointing Mai Shi'en as his proxy to exercise on his behalf all of his shareholder rights in the relevant PRC Operating Entity. The Power of Attorney shall remain in effect until the expiration or early termination of the relevant Voting Rights Proxy Agreement, unless otherwise the relevant WFOE to the Voting Rights Proxy Agreement designates another appointee. Mr. Mai Shi'en, being an executive Director of our Company, also being the chief operating officer and the acting chief financial officer, has the duty to act in the best interest of our Company.

Loan Agreements

Each of the relevant WFOEs and the Registered Shareholders entered into a Loan Agreement in February and March 2014 and an amendment agreement to the respective Loan Agreement in June 2014, pursuant to which the relevant WFOE provided an interest-free loan facility to each of the Registered Shareholders for his investment in the relevant PRC Operating Entity. Under each of the Loan Agreements regarding the investment in Jinhua9158, Jinhua99 and Xingxiu, the relevant WFOE has lent to each of the Registered Shareholders amounts equal to his respective capital contribution to the registered capital of the relevant PRC Operating Entity, i.e. RMB9,800,000 to Mr. Fu and RMB200,000 to Mr. Fu Yanchang. Under the Loan Agreement regarding the investment in Hantang, Hangzhou Tiange has lent to the Registered Shareholders a total amount of RMB9,000,000 in proportion to their respective shareholding percentage, i.e. RMB8,820,000 to Mr. Fu and RMB180,000 to Mr. Fu Yanchang.

Report of the Directors

Each Loan Agreement has a term of twenty years, or the operating term of the relevant PRC Operating Entity, whichever is shorter. To the extent permitted by law, the Registered Shareholders are not contractually entitled to terminate the Loan Agreements with the relevant WFOE. The relevant WFOE is entitled to accelerate the repayment of loan at any time at its sole discretion. In addition, pursuant to each Loan Agreement, if the relevant WFOE requests early repayment of all or part of the principal, the relevant WFOE shall have the right to acquire, or designate a third party to acquire, the Registered Shareholders' equity interests in the relevant PRC Operating Entity at a price equal to the amount that should be repaid.

Please refer to the section headed "Contractual Arrangements" in the Prospectus for detailed terms of these agreements.

In 2016, to comply with the restrictions of foreign investment under the PRC laws and regulations, four PRC operating entities, Zhejiang Genxuan Investment Management Co., Ltd ("**Genxuan**", formerly known as Jinhua Tianchuang Investment Management Co., Ltd), Jinhua Chaduan Investment Management Co., Ltd ("**Chaduan**"), Jinhua Duance Investment Management Co., Ltd ("**Duance**") and Jinhua Xuance Investment Management Co., Ltd ("**Xuance**") were established. These four PRC operating entities were the wholly-owned subsidiaries of Jinhua99. The Company, through a set of Contractual Arrangements, has asserted management control over the operation of Jinhua99 and in turn has taken effective control over the wholly-owned subsidiaries of Jinhua99.

In 2016, due to the restrictions of foreign investment under PRC laws and regulations, another two PRC operating entities, Zhejiang Genfan Investment Management Co., Ltd ("**Genfan**", formerly known as Jinhua Tianxiang Investment Management Co., Ltd) and Jinhua9158 Investment Management Co., Ltd ("**9158 Investment Management**") were established for the segments other than the Principal Business. Each of Genfan and 9158 Investment Management has entered into a set of contractual agreements with their registered shareholders and Zhejiang Tiange, which consist of substantially identical structure and terms with the New Agreement. The Company considers these are not material changes and have no significant influences on the organization of the Contractual Agreements. As at the date of this annual report, Genfan and 9158 Investment Management are wholly-owned subsidiaries of Jinhua 99.

Save as disclosed in the Prospectus and above, as at the date of this annual report, there has not been any material change in the Contractual Agreements and/or the circumstances under which they were adopted.

Our independent non-executive Directors have reviewed the New Agreements and confirmed that as of the date of this annual report: (i) the transactions carried out have been entered into in accordance with the relevant provisions of the New Agreements, have been operated so that the profit generated by each of our PRC Operating Entities has been substantially retained by Hangzhou Tiange and Zhejiang Tiange (as the case may be), (ii) no dividends or other distributions have been made by any of our PRC Operating Entities to the relevant holders of its equity interests which are not otherwise subsequently assigned or transferred to our Group, and (iii) no new contracts have been entered into, renewed or reproduced between our Group and our PRC Operating Entities as of the date of this annual report.

Report of the Directors

Our independent non-executive Directors have reviewed the nature, the implementation of the pricing policy and the internal control procedure of the continuing connected transactions described above and confirmed that the transactions have been entered into in the ordinary and usual course of business of our Group, on normal commercial terms, are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and are in accordance with the agreements governing them on terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

The auditor of the Company has confirmed in a letter to the Board that, with respect to the aforesaid continuing connected transactions:

1. Nothing has come to their attention that causes them to believe that the disclosed continuing connected transactions have not been approved by the Company's Board of directors;

2. For transactions involving the provision of goods or services by the Group, nothing has come to their attention that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;

3. Nothing has come to their attention that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and

4. Nothing has come to their attention that causes them to believe that there were dividends or other distributions made by Hantang, Jinhua9158, Jinhua99, Xingxiu during the year ended December 31, 2018 to the holders of their equity interests which were not otherwise subsequently assigned or transferred to the Group.

Save as disclosed in the annual report, the Board confirmed that none of the related party transactions set out in note 36 to the consolidated financial statements constituted non-exempt connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules. During the Reporting Period, the Group had not entered into any connected transactions or continuing connected transactions which are required to be disclosed in this annual report pursuant to the Listing Rules.

Report of the Directors

COMPLIANCE WITH THE QUALIFICATION REQUIREMENT

As set out in the section headed "Contractual Arrangements – Introduction" in the Prospectus, a foreign investor who invests in a value-added telecommunications business in the PRC must demonstrate a good track record and experience in providing value-added telecommunications services (the "**Qualification Requirement**"). The Company noticed that on January 19, 2015, the Ministry of Commerce of the PRC published a discussion draft of the proposed new Foreign Investment Law (the "**Draft FIL**") for public comments which for the first time introduced the concept of actual controller from the foreign investment prospective. It might have potential impact on our contractual arrangement. We will closely monitor the progress of the Draft FIL and inform the public in due course.

Despite the lack of clear guidance or interpretation on the Qualification Requirement, we have been gradually building up our track record of overseas business operations to comply with the Qualification Requirement. As at December 31, 2019, the Company has no further update to disclose in relation to the Qualification Requirement.

THE FOREIGN INVESTMENT LAW

On January 1, 2020, the Foreign Investment Law (外商投資法) (the "**FIL**") and the Regulations for Implementation of the Foreign Investment Law of the People's Republic of China (the "**Implementation Regulations**") came into effect and, replaced the previous laws regulating foreign investment in PRC, namely, the Sino-foreign Equity Joint Venture Enterprise Law, the Sino-foreign Cooperative Joint Venture Enterprise Law and the Wholly Foreign-invested Enterprise Law, together with their implementation rules and ancillary regulations. The FIL and its Implementation Regulations embody an expected regulatory trend in PRC to rationalize its foreign investment regulatory regime in line with prevailing international practice and the legislative efforts to unify the corporate legal requirements for both foreign and domestic investments.

The FIL does not explicitly stipulate the contractual arrangements as a form of foreign investment. The FIL does not mention concepts including "de facto control" and "controlling through contractual arrangements" nor does it specify the regulation on controlling through contractual arrangements. Furthermore, the FIL does not specifically stipulate rules on the Group's Principal Business. Instead, the FIL stipulates that "foreign investors invest in PRC through any other methods under laws, administrative regulations, or provisions prescribed by the State Council", which leaves leeway for future laws, administrative regulations or provisions promulgated by the Stale Council to provide for contractual arrangements as a method of foreign investment. On December 26, 2019, the Supreme People's Court issued the Interpretations on Certain Issues Regarding the Applicable of Foreign Investment Law ("**FIL Interpretations**"), which came into effect on January 1, 2020. In accordance with the FIL Interpretations, where a party concerned claims an investment agreement to be invalid on the basis that it is for an investment in the prohibited or restricted industries under the negative list and violates the restrictions set out therein, the courts should support such claim. In addition, the FIL does not specify what actions shall be taken with respect to the existing companies with a VIE structure, whether or not these companies are controlled by PRC entities and/or citizens.

Report of the Directors

Therefore, there are possibilities that future laws, administrative regulations or provisions of the State Council may stipulate contractual arrangements as a way of foreign investment, and then whether our Contractual Arrangements will be recognized as foreign investment, whether our Contractual Arrangements will be deemed to be in violation of the foreign investment access requirements and how our Contractual Arrangements will be handled are uncertain.

Save as disclosed in the Prospectus and in this annual report, currently, there has been no change in the PRC laws and regulations in the sector of our Principal Business except the Notice of the Ministry of Industry and Information Technology ("**MIIT**") on liberalization of proportion of foreign investment of online data processing and transactions processing business (E-commerce business) in China (Shanghai) Pilot Free Trade Zone(《關於在中國(上海)自由貿易試驗區放開在線數據處理與交易處理業務(經營類電子商務)外資股權比例限制的通告》), effective from January 13, 2015, stipulates that the proportion of foreign investment in on-line data processing and transactions processing business (E-commerce business) was raised to 100% and foreign invested enterprises could participate in the competition. However, this liberalization of foreign investment has no effect on our business.

As of the date of this annual report, there has been no material change in the Contractual Arrangements and/or the circumstances under which they had been adopted by our Group prior to our listing. Therefore, for the year ended December 31, 2019, none of the Contractual Arrangements have been unwound.

Report of the Directors

Information about the PRC Operating Entities

Name of the PRC Operating Entity	Type of legal entity/place of establishment and operation	Registered owners	Business activities
As at December 31, 2019			
Hantang	Limited liability company/the PRC	98% by Mr. Fu and 2% by Mr. Fu Yanchang	Online entertainment service and advertising
Jinhua9158	Limited liability company/the PRC	98% by Mr. Fu and 2% by Mr. Fu Yanchang	Online entertainment service
Jinhua99	Limited liability company/the PRC	98% by Mr. Fu and 2% by Mr. Fu Yanchang	Online entertainment service
Xingxiu	Limited liability company/the PRC	98% by Mr. Fu and 2% by Mr. Fu Yanchang	Online entertainment service

As the PRC government restricts foreign investment in telecommunications and online cultural businesses, we conduct the operations of our Principal Business through our PRC Operating Entities, Hantang, Jinhua9158, Jinhua99 and Xingxiu. Please refer to the section headed "Business" in the Prospectus for more details of our core business. We generate revenues primarily through sales of virtual currency to our distributors on our live social video platforms and also generate revenues from sales of virtual items in our mobile game. Although the Company does not have any equity interest in our PRC Operating Entities, it is able to exercise effective control over our PRC Operating Entities and receive substantially all of the economic benefits of their operations through the Contractual Arrangements with our PRC Operating Entities and their shareholders. Consequently, the PRC Operating Entities are the core structure of our group. Both the current operation and further development of our business are largely dependent on our PRC Operating Entities, Hantang, Jinhua9158, Jinhua99 and Xingxiu.

In addition, the PRC Operating Entities are significant to the Group as they hold most of the intellectual property rights, licenses and permits that are essential to the operation of the business of the Group. The revenue and the total asset value of the PRC Operating Entities subject to the Contractual Arrangements amounted to approximately RMB438.5 million (2018: RMB651.3 million) for the year ended December 31, 2019 and approximately RMB387.0 million (2018: RMB376.8 million) as at December 31, 2019, respectively.

Each of the PRC Operating Entities has undertaken to the Company that, for so long as the shares of the Company are listed on the Stock Exchange, they will provide the Group's management and the auditors of the Company with full access to its relevant records for the purpose of procedures to be carried out by the auditors of the Company on the transactions as contemplated under the Contractual Arrangements.

For more details of the legality of the Contractual Arrangements, please see the section headed "Contractual Arrangements" in the Prospectus.

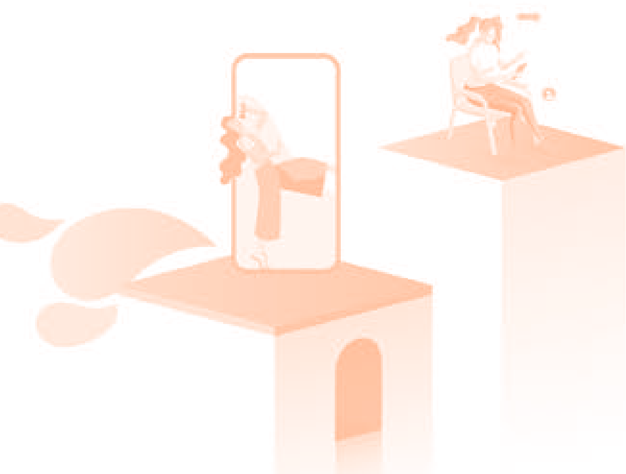
Report of the Directors

Risks associated with the Contractual Arrangements and the actions taken by the Company to mitigate the risks

No.	Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
1.	If the relevant PRC authorities find that the agreements that establish the structure for operating our live social video communities, online and mobile games in China do not comply with PRC laws and regulations, or if these laws or regulations or their interpretations change in the future, we could be subject to severe consequences, including the nullification of the Contractual Arrangements and the relinquishment of our interests in the PRC Operating Entities.	Pursuant to the Exclusive Technology Service Agreement, at any time after the date of such agreements, in the event of any promulgation or change of any law, regulation or rule of China or any interpretation or applicable change on such laws, regulations or rules, the following agreement shall be applicable: if the economic interests of any party under the agreements suffer a significant adverse effect directly or indirectly due to above change of laws, regulations or rules, the agreements should continue to operate pursuant to the original terms. Each of the parties shall obtain a waiver for complying on such change or rule via all legal channels. If any adverse effect on the economic interests of any party may not be eliminated according to this agreement, upon the receipt by other parties of such notice from the affected party, all the parties shall promptly discuss and make all necessary modification to the agreements to maintain the economic interests of the affected party under the agreement.
2.	Our Contractual Arrangements may not be as effective in providing operational control as direct ownership. PRC Operating Entities or their shareholders may fail to perform their obligations under our Contractual Arrangements and certain terms of the Contractual Arrangements may not be enforceable under PRC laws.	Each of the New Agreements contains a dispute resolution provision. Pursuant to such provision, in the event of any dispute relating to the Contractual Arrangements, arbitrators may award remedies over the equity interests or assets of PRC Operating Entities and courts of competent jurisdiction may grant interim remedies over the equity interest or assets of PRC Operating Entities.

Report of the Directors

No.	Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
3.	We may lose the ability to use and enjoy assets held by the PRC Operating Entities that are material to our business operations if the PRC Operating Entities declare bankruptcy or become subject to a dissolution or liquidation proceeding.	According to the Exclusive Call Option Agreement, in the event of a mandatory liquidation required by PRC laws, all of the remaining assets and residual interests of the PRC Operating Entities shall be transferred through a non-reciprocal transfer to Hangzhou Tiange and Zhejiang Tiange or its appointee after such liquidation at the lowest transfer price permitted by PRC laws. In such case, if the Registered Shareholders receive any payment after the liquidation, they shall return in full such payment to Hangzhou Tiange and Zhejiang Tiange or its appointee, after the deduction of relevant taxes or payments pursuant to applicable PRC laws.
4.	Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities and any finding that we or the PRC Operating Entities owe additional taxes could substantially reduce our consolidated net income and the value of your investment.	The Company's PRC legal advisers took the view that the Contractual Arrangements will not be challenged by the PRC tax authorities or other government authorities, provided that Hangzhou Tiange, Zhejiang Tiange and the PRC Operating Entities implement the Contractual Arrangements in accordance with the terms thereof, unless the PRC tax authorities determine that such transactions are not conducted on an arm's length basis.
5.	The Group may be subject the higher income tax rates and incur additional taxes as a result of the Contractual Arrangements, which may increase the tax expenses and decrease the new profit margin.	Hangzhou Tiange was qualified as a Key National Software Enterprise from 2015 to 2018 and a New High-tech Enterprise from 2014 to 2019, and Zhejiang Tiange was qualified as a New High-tech Enterprise from 2016 to 2019, which were recognized by the relevant authorities in Zhejiang and enjoyed the preferential tax treatment. Hangzhou Tiange enjoyed a reduced income tax rate of 10% from 2015 to 2018 and a reduced income tax rate of 15% for 2014 and 2019. Zhejiang Tiange enjoyed a reduced income tax rate of 15% from 2016 to 2019. As the Key National Software Enterprises and New High-tech Enterprises, both of them will use their reasonable endeavors to take all necessary actions to maintain their status as "Key National Software Enterprise" and "New High-tech Enterprise". Please also refer to paragraph 4 above.

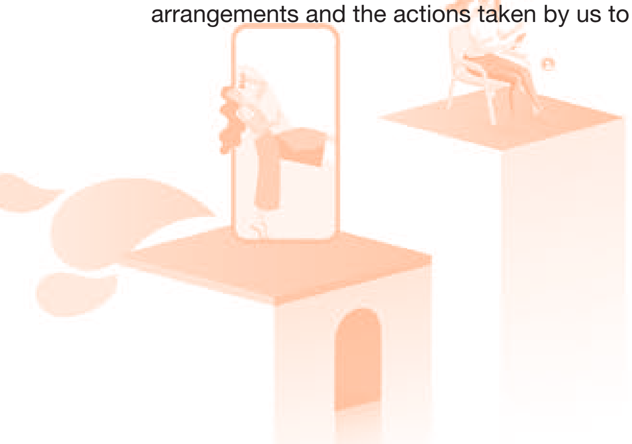


No.	Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
6.	Shareholders of the PRC Operating Entities may have conflicts of interest with us, and they may breach their contracts with us or cause such contracts to be amended in a manner contrary to our interests.	Each of the Registered Shareholders have undertaken that during the period when the Contractual Arrangements remain effective, (i) unless a prior written consent is obtained from the PRC Operating Entities, such shareholder will not engage in, conduct, participate in or use the information obtained from the PRC Operating Entities or any of its affiliates to participate in, directly or indirectly, any business or activity which competes or is likely to compete with the business of the PRC Operating Entities or its subsidiaries (if any), nor will he acquire, hold any interests in or derive any interests from any business which competes or is likely to compete with the business of the PRC Operating Entities or its subsidiaries (if any); (ii) such shareholder will not take any action deviating from the intention and purposes of the New Agreements which may lead to any conflict of interests between Hangzhou Tiange and Zhejiang Tiange and the PRC Operating Entities or its subsidiaries (if any); and (iii) if any conflict of interests occurs during the performance of the New Agreements by such shareholder, he will act in favor of Zhejiang Tiange and Hangzhou Tiange as set forth under the New Agreements and in accordance with the directions of Zhejiang Tiange and Hangzhou Tiange.
7.	We depend on the PRC Operating Entities to provide certain services that are critical to our business. The breach or termination of any of our service agreements with PRC Operating Entities or any failure of or significant quality deterioration in these services could materially and adversely affect our business, financial condition and results of operations.	To ensure sound and effective operation of the Group after the adoption of the Contractual Arrangements, the relevant business units and operation divisions of the Group will report regularly, which will be no less frequent than on a monthly basis, to the senior management of the Company on the compliance and performance conditions under the Contractual Arrangements and other related matters. In addition, pursuant to the Exclusive Technology Service Agreement and the Exclusive Call Option Agreement, to the extent permitted by law, each PRC Operating Entity and its Registered Shareholders are not contractually entitled to terminate relevant Exclusive Technology Service Agreement and Exclusive Call Option Agreement with Hangzhou Tiange and/or Zhejiang Tiange.

Report of the Directors

No.	Risks associated with the Contractual Arrangements	Mitigation actions taken by the Company
8.	If we exercise the option to acquire equity ownership and assets of PRC Operating Entities, the ownership or asset transfer may subject us to substantial costs.	According to the Exclusive Call Option Agreement, in the event that the option is exercised by Hangzhou Tiange and/or Zhejiang Tiange, the transfer price of equity interests and/or assets shall be the higher of the capital contribution paid to the registered capital by the respective Registered Shareholder for such interest/ net book value of such assets or the lowest price permitted under the PRC laws, and the Registered Shareholders shall return any proceeds received from transfer of equity interest in the PRC Operating Entities, or any distributions upon liquidation of the PRC Operating Entities, and if the amount of such proceeds or distribution is higher than the loans owed by the Registered Shareholders respectively to the Hangzhou Tiange and/or Zhejiang Tiange under the relevant Loan Agreements, they shall return to the Hangzhou Tiange and/or Zhejiang Tiange such proceeds or distribution they receive, with deduction of applicable taxes and governmental fees, and the amounts of relevant loans. Therefore, If Hangzhou Tiange and/or Zhejiang Tiange exercise this option, all or any part of the equity interests of the PRC Operating Entities acquired would be transferred to Hangzhou Tiange and/or Zhejiang Tiange and the benefits of equity ownership would flow to the Company and our shareholders.
9.	Certain terms of the Contractual Arrangements may not be enforceable under PRC laws.	The Company will engage external legal advisers or other professional advisers, if necessary, to assist the Board to review the implementation of the Contractual Arrangements, review the legal compliance of WFOEs and its consolidated affiliated entities to deal with specific issues or matters arising from the Contractual Arrangements.

For more information relating to the Contractual Arrangements, including the risks associated with the arrangements and the actions taken by us to mitigate the risks, please refer to the Prospectus.



PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S SHARES

During the year ended December 31, 2019, the Company has repurchased a total of 20,238,000 ordinary shares listed on the Stock Exchange with an aggregate amount of HK$49,984,510. As at the date of this annual report, all repurchased shares were cancelled. Details of shares repurchased during the year ended December 31, 2019 are set out as follows:

Month of repurchases	Number of shares repurchased on the Stock Exchange	Price paid per share Highest (HKD)	Price paid per share Lowest (HKD)	Aggregate consideration paid (HKD)
January 2019	2,517,000	3.16	2.85	7,603,620
March 2019	1,836,000	3.18	2.97	5,619,970
April 2019	7,188,000	3.39	2.78	21,271,150
June 2019	2,529,000	1.91	1.75	4,640,120
July 2019	3,118,000	1.92	1.69	5,592,400
August 2019	112,000	1.67	1.63	184,340
September 2019	2,938,000	1.88	1.64	5,072,910

The Board is of the view that the aforesaid repurchase would lead to an enhancement of the net asset value per share of the Company and/or its earnings per share and will benefit the Company and the Shareholders as a whole.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the year ended December 31, 2019.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles of Association, or the laws of Cayman Islands being the jurisdiction in which the Company is incorporated under which would oblige the Company to offer new shares of the Company on a pro-rata basis to existing Shareholders.

AUDIT COMMITTEE

The Company has established the Audit Committee since July 9, 2014 with written terms of reference and the duties of the Audit Committee include reviewing the Company's annual reports and interim reports and providing advice and comments to the Directors. The Audit Committee is also responsible for reviewing and supervising the financial reporting and internal control procedures of the Group.

As at the date of this annual report, the Audit Committee comprises three independent non-executive Directors, namely Ms. Yu Bin (chairman of the Audit Committee), Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert.

Report of the Directors

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors, as at the latest practicable date prior to the issue of this annual report, the Company has maintained the public float of the issued shares of the Company as required under the Listing Rules.

FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five years is set out on page 27 of this annual report. This summary does not form part of the audited consolidated financial statements.

MANAGEMENT CONTRACT

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended December 31, 2019.

PERMITTED INDEMNITY PROVISION

Pursuant to the Articles of Association and subject to the provisions of the Companies Law of the Cayman Islands, the Directors, auditor and other officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses incurred or sustained by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices or trusts. The Company has arranged appropriate Directors' and officers' liability insurance coverage for the Directors and officers of the Company during the year in respect of any legal actions which may be taken against the Directors and officers in the execution and discharge of their duties or in relation thereto.

AUDITOR

PricewaterhouseCoopers has acted as auditor of the Company for the year ended December 31, 2019.

PricewaterhouseCoopers shall retire in the AGM and being eligible, offer themselves for re-appointment at the forthcoming AGM. A resolution for the reappointment of PricewaterhouseCoopers as auditor of the Company is to be proposed at the forthcoming AGM.

For and on behalf of the Board
Fu Zhengjun
Chairman, Executive Director and Chief Executive Officer

Hong Kong, March 26, 2020

Corporate Governance Report

The Board is pleased to present this corporate governance report in the annual report of the Company for the Reporting Period.

CORPORATE GOVERNANCE PRACTICES

The Company is committed to achieving and maintaining high standards of corporate governance practices to enhance the corporate performance accountability and safeguard Shareholders' interests. The Board is also committed to complying with the principles of the Corporate Governance Code (the "**CG Code**") contained in Appendix 14 to the Listing Rules. Save and except for the deviations disclosed in this annual report, the Directors are of the opinion that the Company has complied with the code provisions set out in the CG Code throughout the year ended December 31, 2019. The Company will continue to review and enhance its corporate governance practice to ensure compliance with the CG Code.

THE BOARD OF DIRECTORS

Board Composition

The Board currently comprises seven Directors, including two executive Directors, two non-executive Directors and three independent non-executive Directors. The brief biographical details of the Directors are set out in the section headed "Biographical Details of Directors and Senior Management" on pages 28 to 32 of this annual report. Details regarding the term of appointment of the non-executive Directors are set out in the section headed "Directors Service Contracts" on page 43 of this annual report. The overall management and supervision of the Company's operation and the function of formulating overall business strategies are vested in the Board.

During the Reporting Period, the Board has at all times met the requirements of Rules 3.10 and 3.10A of the Listing Rules relating to the appointment of independent non-executive Directors representing at least one-third of the Board and at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received annual confirmation from each of the independent non-executive Directors of his/her independence pursuant to the requirements of the Listing Rules. The Company considers that each of the independent non-executive Directors to be independent in accordance with the independence guidelines as set out in the Listing Rules.

As regards the CG Code provision requiring directors to disclose the number and nature of offices held in public companies or organizations and other significant commitments as well as their identity and the time involved to the issuer, Directors have agreed to disclose their commitments to the Company in a timely manner.

Corporate Governance Report

Role and Function and Delegation by the Board

The Board is responsible for and has general powers for the management and conduct of the business of the Company. It delegates day to day management of the Company to two executive Directors and the senior management of the Company, within the control and authority framework set by the Board. The delegated functions and responsibilities are periodically reviewed by the Board.

The Board reserves for its decision on all major matters of the Company, including: approval and monitoring of all policy matters, overall strategies and budgets, internal control and risk management systems, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant financial and operational matters. Directors could have recourse to seek independent professional advice in performing their duties at the Company's expense and are encouraged to access and to consult with the Company's senior management independently.

In addition, the Board has also delegated to the Audit Committee, the Remuneration Committee and the Nomination Committee various responsibilities as set out in their respective terms of reference. Further details of these committees are set out in this annual report.

All Directors shall ensure that they carry out duties in good faith, in compliance with applicable laws and regulations, and in the interest of the Company and its shareholders at all times.

The Company has arranged appropriate liability insurance to indemnify its Directors in respect of legal actions against them.

Board Meetings

The Company adopts the practice of holding Board meetings at least four times a year at approximately quarterly intervals pursuant to code provision A.1.1 of the CG Code. Notice of not less than fourteen days is given for all regular board meetings to provide all Directors with an opportunity to attend and include matters in the agenda for a regular meeting pursuant to code provision A.1.3 of the CG Code.

All Directors are provided with agenda and relevant information related to the agenda in advance before the meeting. They can access to the senior management and the joint company secretaries of the Company at all time and, upon reasonable request, seek independent professional advice at the Company's expense.

Minutes of the meetings are kept by the joint company secretary, Mr. Chen Shi, with copies circulated to all Directors for information and records. Minutes of the Board meetings and committee meetings are recorded in sufficient detail of the matters considered by the Board and the committees and the decisions reached, including any concerns raised by the Directors. Draft minutes of each Board meeting and committee meeting are sent to the Directors for comments within a reasonable time after the date on which the meeting is held. The minutes of the Board meetings are open for inspection by Directors.

During the Reporting Period, four Board meetings were held on March 27, 2019, May 30, 2019, August 29, 2019, and November 21, 2019, respectively. The attendance of the Directors at the Board meetings is presented on page 81 of this annual report.

Corporate Governance Report

Board Committees

The Board has established three committees, namely, the Audit Committee, the Remuneration Committee and the Nomination Committee, to handle particular responsibilities of the Board and the Company's affairs. All Board committees are established with defined written terms of reference which have been uploaded to the website of the Stock Exchange and that of the Company, and are provided with sufficient resources to discharge their duties.

Audit Committee

The Company established the Audit Committee on July 9, 2014 with written terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules and the roles and the responsibilities delegated to the Audit Committee by the Board. The primary duties of the Audit Committee are to review the financial information of the Company, to review the financial reporting process and internal control system of our Group, to oversee the audit process, to make recommendation on the appointment, re-appointment and removal of external auditor and perform other duties and responsibilities as assigned by our Board.

The Audit Committee consists of three independent non-executive Directors. being Ms. Yu Bin, Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert. Ms. Yu Bin has been appointed as the chairman of the Audit Committee, and is our independent non-executive Director with the appropriate professional qualifications. During the Reporting Period, four Audit Committee meetings were held, in which the members of the Audit Committee discussed with PricewaterhouseCoopers about the arrangements of the Company's annual audit work and reviewed the annual results, interim results and quarterly results of the Group and the relevant financial statements and reports and significant financial reporting judgments contained in them, as well as to review internal control system, and the Group's financial and accounting policies and practices. The attendance of the Directors at the Audit Committee meetings is presented on page 81 of this annual report.

Remuneration Committee

The Company established the Remuneration Committee on July 9, 2014 with written terms of reference in compliance with the CG Code as set out in Appendix 14 to the Listing Rules and the roles and the responsibilities delegated to the Remuneration Committee by the Board. The primary duties of the Remuneration Committee are to establish and review the policy and structure of the remuneration for the Directors and senior management and make recommendations on employee benefit arrangement.

The Remuneration Committee comprises two independent non-executive Directors, being Mr. Yang Wenbin and Mr. Chan Wing Yuen Hubert and one non-executive Director, being Mr. Mao Chengyu. Mr. Yang Wenbin, our independent non-executive Director, has been appointed as the chairman of the Remuneration Committee. One Remuneration Committee meeting was held during the Reporting Period to, among other matters, discuss and review the remuneration policy and packages for Directors and senior management, and to assess performance of executive Directors. The attendance of the Directors at the Remuneration Committee meeting is presented on page 81 of this annual report.

Corporate Governance Report

The primary goal of the Group's remuneration policy for executive Directors is to enable the Company to retain and motivate executive Directors by linking their compensation with their individual performance. The remuneration package includes basic salary, performance and/or discretional bonus, participation in the Share Incentive Schemes and other benefits. Remuneration of the non-executive Directors includes mainly the director's fee which is a matter for the Board to decide by reference to the duties and responsibilities of the non-executive Directors. Remuneration of the independent non-executive Directors includes the director's fee which is determined by the Board based on the duties and responsibilities of independent non-executive Directors and their participation in the Share Incentive Schemes.

The emoluments of each Director and senior management for the year ended December 31, 2019 are set out in note 9 and note 40 to the consolidated financial statements.

Nomination Committee

The Company established the Nomination Committee on July 9, 2014 with written terms of reference in compliance with the requirements of the CG Code as set out in the Appendix 14 to the Listing Rules and the roles and the responsibilities delegated to the Nomination Committee by the Board. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors. In the nomination procedures, the Nomination Committee makes reference to criteria including reputation of candidates for integrity, accomplishment and experience, professional and educational background.

The Nomination Committee consists of two independent non-executive Directors, being Ms. Yu Bin and Mr. Yang Wenbin and one executive Director, being Mr. Fu. Mr. Fu has been appointed as the chairman of the Nomination Committee. During the Reporting Period, one meeting of the Nomination Committee was held to assess the independence of independent non-executive Directors, to review the board diversity policy of the Company, to consider the re-appointments of the retired Directors, and to discuss matters relating to procedure of nomination of Director candidate by Shareholders, Directors' evaluation and succession plan.

The attendance of the Directors at the Nomination Committee meeting is presented on page 81 of this annual report.

Board Diversity Policy

The Nomination Committee has formulated a Board diversity policy (the "**Policy**"), in which the Company recognizes the benefits of having a diverse Board to enhance the quality of its performance. According to the Policy, selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

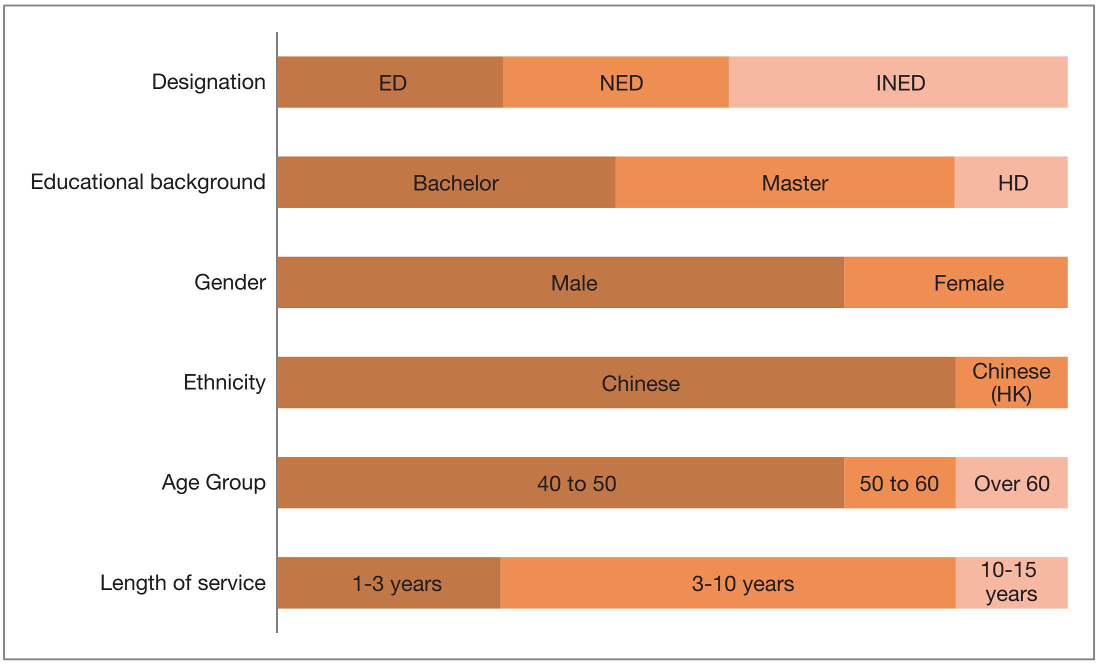
Corporate Governance Report

The Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity of the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

The Nomination Committee will report annually, in the corporate governance report of the Company, on the process it has used in relation to Board appointments. Such report will include a summary of the Policy, the measurable objectives set for implementing the Policy and progress made towards achieving these measurable objectives.

The Nomination Committee will review the Policy annually, which will include an assessment of the effectiveness of the Policy. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for approval.

As at the date of this annual report, the Board comprises seven Directors, two of which are female members. The following table further illustrates the diversity of the Board members as of the date of this annual report:



Bachelor : Bachelor Degree
Master : Master Degree
HD : Higher Diploma
ED : Executive Director
NED : Non-Executive Director
INED : Independent Non-executive Director

Corporate Governance Report

Director Nomination Policy

The Nomination Committee has also adopted a nomination policy which sets out the nomination procedures, selection criteria and recommendations of candidates for directorship. The selection criteria used in assessing the suitability of a proposed candidate include, inter alia, his/her reputation for integrity, professional knowledge and relevant industry experience, whether he/she can commit sufficient time to the business, and whether he/she can contribute to the diversity of the Board as detailed in the Policy. The procedure to consider and make recommendations for a Director is summarized as follows:

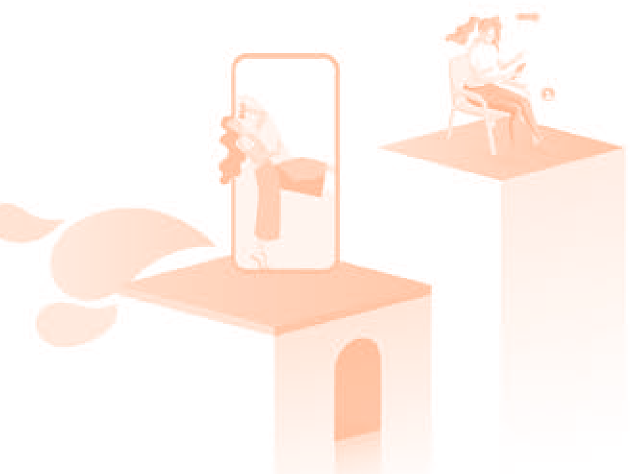
(i) The secretary of the Nomination Committee shall convene a meeting of the Nomination Committee, and invite nominations of candidates from Board members if any, for consideration by the Nomination Committee prior to its meeting. The Nomination Committee may also put forward candidates who are not nominated by Board members.

(ii) For filling a casual vacancy, the Nomination Committee shall make recommendations for the Board's consideration and approval. For proposing candidates to stand for election at a general meeting, the Nomination Committee shall make nominations to the Board for its consideration and recommendation.

(iii) Until the issue of the Shareholder circular, the nominated persons shall not assume that they have been proposed by the Board to stand for election at the general meeting.

(iv) In order to provide information of the candidates nominated by the Board to stand for election at a general meeting, and to invite nominations from Shareholders, a circular will be sent to Shareholders. The circular will set out the lodgment period for Shareholders to make the nominations. The names, brief biographies (including qualifications and relevant experience), independence, proposed remuneration and any other information, as required pursuant to the applicable laws, rules and regulations, of the proposed candidates will be included in the circular to Shareholders.

(v) For the re-appointment of any existing member(s) of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation, for the proposed candidates to stand for re-election at a general meeting.



Corporate Governance Report

The composition of the Board and the Board members' respective attendance in Board meetings, general meetings, the Audit Committee meetings, the Remuneration Committee meeting and the Nomination Committee meeting during the year ended December 31, 2019 are as follows:

	No. of meetings attended/held				
Directors	Board meeting	General meeting	Audit Committee meeting	Remuneration Committee meeting	Nomination Committee meeting
Executive Directors					
Mr. Fu Zhengjun	4/4	2/2	N/A	N/A	1/1
Mr. Mai Shi'en	4/4	2/2	N/A	N/A	N/A
Non-executive Directors					
Mr. Mao Chengyu	4/4	0/2	N/A	1/1	N/A
Ms. Cao Fei	4/4	0/2	N/A	N/A	N/A
Independent non-executive Directors					
Ms. Yu Bin	4/4	0/2	4/4	N/A	1/1
Mr. Yang Wenbin	4/4	0/2	4/4	1/1	1/1
Mr. Chan Wing Yuen Hubert	4/4	0/2	4/4	1/1	N/A

Code provision E.1.2 of the CG Code requires that the chairmen of the audit, remuneration and nomination committees (or another member of the committee in their absence) should attend the annual general meeting. Except Mr. Fu who is the chairman of the Nomination Committee, all members of the Audit Committee and Remuneration Committee and other members of the Nomination Committee were unable to attend the annual general meeting of the Company held on June 4, 2019 due to pre-arranged business commitments. The Company will endeavour to fix annual meeting plan of the Board in a better way so that all members of the Board committees will be able to attend annual general meetings of the Company in the future. The Board will continue to review and monitor the practices of the Company for the purpose of complying with the CG Code and maintaining a high standard of corporate governance practices of the Company.

CHANGES IN INFORMATION OF DIRECTORS

Save as disclosed herein, the Directors confirm that no information is required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

Corporate Governance Report

INDUCTION AND CONTINUOUS PROFESSIONAL DEVELOPMENT

Each newly appointed Director is provided with necessary induction and information to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under relevant statutes, laws, rules and regulations. According to the records of the Company, all Directors attended training sessions on duties and obligations of directors of companies listed on the Stock Exchange, including connected transactions and corporate governance, which were conducted by the Company's legal advisers as to Hong Kong laws. The Company also provided periodic legal updates and developments on the Listing Rules, the Hong Kong Companies Ordinance, news updates from the Stock Exchange and Securities & Futures Commission of Hong Kong and other relevant legal and regulatory requirements to all of the Directors, as well as regular updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code set forth in Appendix 10 to the Listing Rules as a code of conduct of the Company for Directors' securities transactions. Having made specific enquiry of all Directors, the Directors have confirmed that they have complied with the required standard set out in the Model Code during the Reporting Period.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Code provision A.2.1 of the CG Code stipulates that the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive officer should be clearly established and set out in writing.

Mr. Fu is our Chairman and chief executive officer and has been a Director of our Board since July 28, 2008. He was re-designated to our Board as an executive Director on March 11, 2014. Mr. Fu is the founder of our Group and has served as the chief executive officer of all our WFOE and PRC Operating Entities since their respective incorporations. With extensive experience in the Internet industry, Mr. Fu is responsible for the overall strategic planning, management and operation of our Group and is instrumental to our growth and business expansion since our establishment in 2008. Our Board considers that vesting the roles of chairman and chief executive officer in the same person is beneficial to the management of our Group. The balance of power and authority is ensured by the operation of the senior management and our Board, which comprises experienced and high-calibre individuals. Our Board currently comprises two executive Directors (including Mr. Fu), two non-executive Directors and three independent non-executive Directors and therefore has a fairly strong independence element in its composition.

Code provision A.2.7 of the CG Code stipulates that the chairman should at least annually hold meetings with the independent non-executive directors without the presence of other directors. During the Reporting Period, the Chairman met with the independent non-executive Directors to understand their concerns and to discuss pertinent issues.

Corporate Governance Report

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties including:

(a) to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;

(b) to review and monitor the training and continuous professional development of Directors and senior management;

(c) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;

(d) to develop, review and monitor the code of conduct applicable to employees and Directors; and

(e) to review the Company's compliance with Appendix 14 to the Listing Rules (Corporate Governance Code and Corporate Governance Report).

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for preparing the financial statements for the year ended December 31, 2019 which give a true and fair view of the affairs of the Company and the Group and of the Group's results and cash flows. The Directors also acknowledge their responsibilities to ensure that the financial statements of the Group are published in a timely manner.

The management has provided to the Board such explanation and information as are necessary to enable the Board to carry out an informed assessment of the Company's financial statements, which are put to the Board for approval. The Company provides all members of the Board with updates on Company's performance, positions and prospects.

Corporate Governance Report

The Directors were not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Group's ability to continue as a going concern.

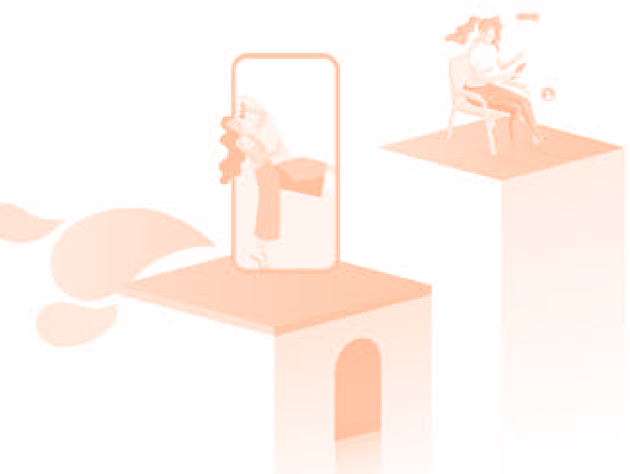
The statement by the auditor of the Company regarding its reporting responsibilities on the consolidated financial statements of the Company is set out in the Independent Auditor's Report on pages 116 to 123 of this annual report.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board is responsible for the risk management and internal control of the Group, and continuously monitors and reviews the effectiveness of its operation. A defined management structure with specified limits of authority and responsibilities is developed for promoting the effectiveness of operations, ensuring the reliability of financial reporting, complying with applicable laws, rules and regulations, and safeguarding assets of the Group.

Characteristics of Risk Management and Internal Control Organization System

The Company has been equipped with sufficient resources, staff qualifications and experience, sufficient training courses and relevant budgets in risk management and internal control to establish the risk management and internal control organization system, which includes the Board, the Audit Committee, internal audit department, the Company's management, and all the departments of the organization. All departments and the Company's management are the first line of defense for risk management and internal control, which are responsible for identification, reporting and preliminary management of risks. The internal audit department is the second line of defense. It is responsible for the overall organization, coordination and planning of risk management and internal control work, and monitors the first line of defense. The Audit Committee is the third line, which is responsible for monitoring the work of the first and second lines of defense. As the highest decision-making body of the Company's risk management and internal control, the Board takes ultimate responsibility for the sound and effective implementation of the Company's risk management and internal control system.



Corporate Governance Report

Work Carried Out and Reviewed of Risk Management and Internal Control

The Company conducts annual reviews of the effectiveness of the risk management and internal control organization system and evaluates all key monitoring aspects, including financial monitoring, operational monitoring, compliance monitoring and risk management.

Internal audits carried out by the internal audit department, with the assistance of internal and external monitoring consultants, ensure that the monitoring is carried out properly and functioning according to the intended function. The results of the internal audits and review are reported to the executive Directors and the Audit Committee at least once a year. In 2019, around the overall business objectives, the Company sorted out and identified the possible risks from four levels of the strategic-business-reputation, compliance monitoring, financial, organization and operation, which formed the risk management framework as the basis for risk management. The internal audit department discussed with all the responsible departments to analyze and evaluate the risk identified, and submitted the assessment and measures to be taken for major risks to the Company's management for review, and to Audit Committee and Directors for consideration and approval. The Board has reviewed the effectiveness of the risk management and internal control organization system and confirmed that the system is effective during the Reporting Period, and there are no significant monitoring errors or significant monitoring weaknesses.

The Processing and Publishing of Inside Information

The Company has established procedures on disclosure of inside information to ensure that inside information is promptly identified, assessed and submitted, where appropriate, for the attention of the Board.

To manage the risks regarding inside information, we have adopted the Model Code as the Company's own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry of all Directors, the Company confirmed that all members of the Board complied with the Model Code during the year ended December 31, 2019. Senior management, executives and staff who, because of their offices in the Company are likely to possess inside information, have also been requested to comply with the Model Code for securities transactions. No incident of non-compliance with the Model Code by such employees was noted by the Company during the year ended December 31, 2019.

Corporate Governance Report

INDEPENDENT AUDITORS' REMUNERATION

The Group's independent auditor is PricewaterhouseCoopers.

For the year ended December 31, 2019, the fees paid/payable to PricewaterhouseCoopers for the audit and review of the financial statements of the Group were RMB4.4 million.

Fees paid/payable to PricewaterhouseCoopers for non-audit services provided to the Group for the year were RMB0.02 million.

JOINT COMPANY SECRETARIES

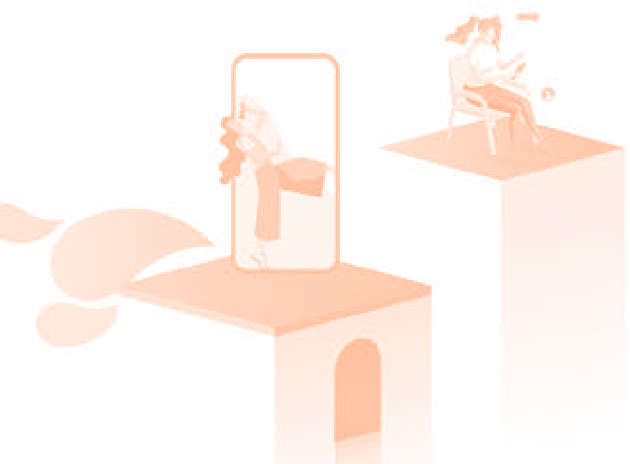
Mr. Chen Shi and Ms. Ng Sau Mei of TMF Hong Kong Limited, an external service provider, have been appointed by the Company as the joint company secretaries. The primary corporate contact person of Ms. Ng Sau Mei at the Company is Mr. Chen Shi, the joint company secretary and general counsel of the Company.

During the year ended December 31, 2019, each of Mr. Chen Shi and Ms. Ng Sau Mei has undertaken not less than 15 hours of relevant professional training respectively in compliance with Rule 3.29 of the Listing Rules.

COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONSHIP

The Company believes that effective communication with Shareholders and other investment community is essential. Since the Listing Date, the executive Directors, chief financial officer and head of investor relations of the Group held regular briefings, press conferences and analysts meetings of annual results, attended investor forums and participated in roadshows and conducted meetings with the institutional investors and financial analysts in China, Hong Kong and overseas countries to keep them abreast of the Group's business and development. Investors can also communicate with the Company through email at IR@tiange.com.

Shareholders' meetings provide a useful forum for the Shareholders to exchange views with the Board. The Directors and the chief financial officer of the Group will attend the Shareholders' meetings to answer the questions raised by the Shareholders. Published documents together with the latest corporate information and news are available on the Company's website at www.tiange.com.



Corporate Governance Report

SHAREHOLDERS' RIGHTS

Besides the request of the Board, extraordinary general meetings can be convened through the following measures:

(a) on the written requisition of any one or more Shareholders deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by such Shareholder(s), provided that such Shareholder(s) hold(s) as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company; or

(b) on the written requisition of any one Shareholder which is a recognized clearing house (or its nominee(s)) deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office specifying the objects of the meeting and signed by the Shareholder, provided that such Shareholder holds as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company which carries the right of voting at general meetings of the Company.

Shareholders may put forward proposals for consideration at a general meeting according to the applicable laws and the Articles of Association. If a Shareholder, who is entitled to attend and vote at the relevant general meeting, wishes to nominate a person (not being the nominating Shareholder) to stand for election as a Director, he or she should give to the company secretary of the Company notice in writing of the intention to propose a person for election as a Director and notice in writing by that person of his or her willingness to be so elected, commencing no earlier than the day after the dispatch of the notice of the relevant general meeting and ending no later than seven days prior to the date of such general meeting.

As regards proposing a person for election as a Director, the procedures are available on the websites of the Company and the Stock Exchange.

Shareholders who intend to put forward their enquiries about the Company to the Board could send their enquiries to the headquarters of the Company in Hangzhou at Room 322, East Tower Building 1, No. 17-1 Chuxin Road, Gongshu District, Hangzhou, PRC (email address: IR@tiange.com).

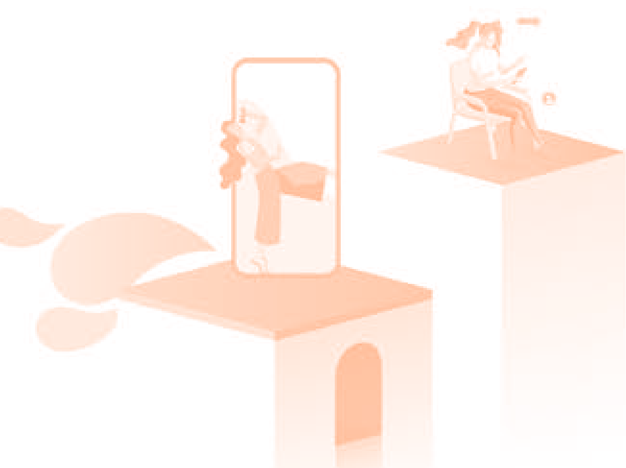
CHANGE IN CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2019, there were no significant changes in the constitutional documents of the Company.

Glossary

This glossary contains explanations of certain terms used in this annual report in connection with our Company and our business. The terms and their meanings may not correspond to standard industry meaning or usage of these terms.

"Quarterly Average Revenue Per User" or "QARPU"	Average quarterly revenue in a particular period divided by the QPUs in that period.
"MAUs"	Number of active registered users that accessed our products or services in the relevant month. (A MAU is defined as a registered user that accessed our products or services at least once during the relevant month).
"QPUs"	Number of paying users for our products and services in the relevant quarter. (A QPU for live social video platform is defined as a user that purchased virtual goods at least once during the relevant quarter).
"Host"	Users who generate content, have host accounts and are deemed by us to be hosts. Hosts may receive marketing fees from distributors.
"Registered users"	The accumulated number of users who have registered an account on our live social video platform, online games or beauty camera and short video app, and duplicated accounts were not excluded.



Environmental, Social and Governance Report

1. ABOUT THIS REPORT

This is our fourth Environmental, Social and Governance ("**ESG**") Report (the "**Report**"), which has been prepared in accordance with the applicable disclosure requirements of the ESG Reporting Guide in Appendix 27 to the Listing Rules (the "**HKEX ESG Reporting Guide**").

It aims to provide a transparent overview of the processes by which we create environmental and social value, as well as setting out our results for the Reporting Period and sustainability approaches. In order to evaluate the Group's performance, the Report includes information on past year, when relevant. For the sake of a more comprehensive reporting, this year we extend our reporting scope to cover our newly acquisition of business in 2018 – Wuta Camera (無他相機) which is based in Shanghai. Unless otherwise stated, the reporting scope of this Report only covers our core business in live streaming and Wuta Camera Application in our (i) Hangzhou Office, (ii) Jinhua Office, (iii) Beijing Office and (iv) Shanghai Office in PRC for the year ended December 31, 2019.

2. ABOUT TIAN GE

Tian Ge was founded in 2008. Based in Hangzhou, the Group is one of the premier live streaming platform operators in China.

With the mission of bringing optimism and joy to the masses through social video interaction, our flagship social interactive entertainment platforms including 9158 Live Streaming, Sina Show, Miao Broadcasting (喵播), Happy Live Broadcasting (歡樂直播) and Feng Broadcasting (瘋播), enable users to establish "many-to-many" and "one-to-many" social communities for both mobile and PC users. In the last ten years, we have had the ability to constantly innovate in "Mobile + PC" dual live-streaming platform. Leveraging on our leading industrial position, our live streaming mobile applications Miao Broadcasting (喵播) has also entered overseas markets including Thailand and Taiwan.

The acquisition of a popular beauty camera application Wuta Camera (無他相機) in China in 2018 represented an important milestone for the Group. We have taken a further step to transform into a "live streaming + camera" dual-core strategy.

Vision:

Tian Ge is here to make the world smile every day.

Mission:

Our mission is to bring optimism and joy to the masses by building technologies and platforms that enable live social video interaction.

Environmental, Social and Governance Report

- Showcasing the power of youth through every video window.
- Breaking geographic boundaries and sharing the world's sparkle and vitality through the global network.
- Establishing harmonious online ecosystems with an ever-changing horizon.
- Meeting and exceeding each and every customer's needs.
- Maintaining a consistent focus on corporate responsibility by introducing programs and activities that create a better and healthier society.

Core Values:

- Integrity and Honesty
- Optimism and Dedication
- Open Communication and Innovation

3. OUR APPROACH TO SUSTAINABILITY

As a leading operator of live streaming platforms in China, we recognize and embrace our responsibility in the generation of shared value among communities. We all share a common vision "to make the world smile every day", which underpins our sustainability approach in creating long-term value to put a smile on our employers, suppliers, customers, shareholders and the communities. We continue to extract the maximum value for a better environment and community, explore new ventures which add sources of sustainable value to our portfolio and incorporate ESG considerations into our operations.

The change in consumer's behaviour and market trend expose software and service companies to new risks and give rise to opportunities. ESG-related risks and opportunity are integrated, evaluated and analysed by the top management of the Group through monthly management meeting. The analysis and response from the Group will be delivered to the Board every 6 months for review and approval.

For further detail regarding our corporate governance, please refer to the "Corporate Governance Report" session in the annual report.

We are committed to engaging in an ongoing dialogue with our stakeholders, seeking to respond to and exceed their expectations. You are welcome to express your opinion about this Report, or ask questions about it. Your opinions can help define and strengthen the Group's future sustainability strategy. Please contact us by email at IR@tiange.com.

Environmental, Social and Governance Report

4. STAKEHOLDER ENGAGEMENT

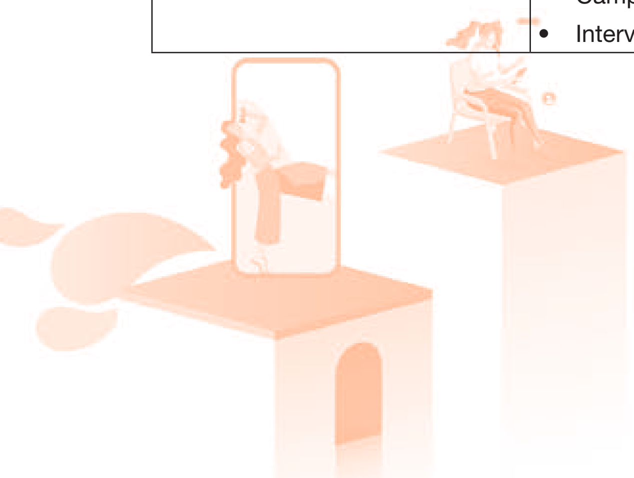
Engaging with a wide variety of stakeholders is a fruitful way in understanding the ecosystem where we operate. We have been managing various communication channels for them to express their views. Acknowledging the concerns of our stakeholders allows us to learn what they consider important, while encouraging us to improve continuously by incorporating stakeholder inputs, company insights, peer reviews and global trend across the business into our corporate strategies.

Interacting with our partners through our technology platforms builds trust and a shared understanding of information.

*Business partners include distributors, sales agents, hosts and room managers

Environmental, Social and Governance Report

Stakeholder Groups	Channels of Engagement or Communication	
Shareholders & Investors	• General Meeting • Investor Meeting • Press Release • Telephone interview	• Company Website • Announcement • Social Media
Employees	• Staff mailbox • Instant Messenger • Meeting	• Intranet • Interview • Training
Government	• Consultation • Interview	• Conference • Site Visit
Business Partners	• Training • Site visit • Instant Messenger	• Coorperation meeting • Consultation • Interview
Media Partner & Social Media	• Conference • Interview • Instant Messenger	• Coorperation meeting • Consultation • Company Website
Peer Companies	• Professional consultation • Research report • Training • Intranet • Instant Messenger	• Company Website • Meeting • Interview • Announcement • Industry Sharing
End-Users	• Visit and offline events • Intranet • Interview	• Meeting • Social media official accounts
Suppliers	• Site visit • Interview	• Instant Messenger • Coorperation Meeting
Community	• Visit and offline events • Social activity • Social media official accounts • Campus recruitment • Interview	• Press release • Company website • Consultation • Meeting



Environmental, Social and Governance Report

5. AWARDS AND RECOGNITION

"2019 Dedication Award" presented by Zhejiang RenZe Charity Foundation (浙江仁澤公益基金會– 2019年度愛心奉獻獎)

"2019 Golden Hong Kong Stocks Awards- The Best small-and-mid-cap companies" presented by Zhitong Caijing and RoyalFlush Information Network Co., Ltd (智通財經及同花順財經- 2019年度金港股最佳中小市值公司)

Member of Trust and Integrity Enterprise Alliance (陽光誠信聯盟)

Certificate of Honor for "2019 Glorious Charity (2019光彩公益機構證書)" issued by Beijing Federation of Industry & Commerce (北京市工商業聯合會)、Beijing Leading Group Office for Poverty Alleviation and Cooperation (北京市扶貧支援辦)、Beijing Society for Promotion of Guangcai Program (北京市光彩事業促進會)

Environmental, Social and Governance Report

6. MAKING OUR CUSTOMER SMILE

(a) Information security and customer privacy protection

In recent decades, cybersecurity is substantial for a successful business as consumers' concern about the security of their personal information have a direct impact on their loyalty. The Group values the privacy of our customers and users. We take all reasonable security measures to protect our customers' personal information and our system from loss, unauthorised access or modification.

With "Regulations of the PRC on the Protecting the Safety of Computer Information Systems" (《中華人民共和國計算機信息系統安全保護條例》), "Provisions on Technological Measures for Internet Security Protection" (《互聯網安全保護技術措施規定》), "Regulation on Internet Information Service of the PRC" (《互聯網信息服務管理辦法》) and "Measures for the Administration of Communication Network Security Protection" (《通信網絡安全防護管理辦法》) as the governing principles, the Group established "Information Security Management Strategy" (《天格科技信息安全事件管理策略》) "Information Security Management System Policy" (《天格科技信息安全管理制度》) and "Information Security Management Approach" (《天格科技信息安全管理方針》).

Our "Information Security Management Strategy" focuses on categorizing different information security issues in accordance to their level of severity and setting out a comprehensive workflow and mitigation measures for handling these issues. With reference to international standard ISO/IEC 27001:2005, "Information Security Management System Policy" sets basic principles to guide our corporate behaviours and practices to flexibly respond to emerging issues or problems including the careful handling and usage of customers' personal information, safety precaution for Internet access and using email. Our emergency response arrangements concerning information security are upgraded regularly to keep pace with changes to the security threats, vulnerabilities and business impacts. The system incorporates updated measures and working procedures to handle incidents that may pose threat to information security, such as being hacked and leakage of sensitive business information and personal data.

"Information Security Management Approach" clearly states the management target and approaches to ensure that information security management at all business sites is operating at the highest level and on the right track. As we are often entrusted with information of clients, protecting confidential information is a high priority. Only permitted staff is eligible for access to customers' personal data.

In pursuit of greater protection of our users' information, we develop a holistic network and information security management policy, including "Information System Failure Contingency Plan" (《信息系統服務器故障應急處理預案》), "Information Security Management Protocol" (《信息安全管理協議》) "Network Security Management Policy" (《網絡設備安全管理規定》), "Network Security Standard" (《網絡設備安全配置規範》). These guidelines and policies provide the measures used to establish and enforce our security program for the purpose of ensuring the confidentiality, integrity as well as data privacy.

All employees are required to sign a confidentiality agreement upon or within one month from commencement of work. No confidential information including customers' information and personal data shall be disclosed to any third party without users' consent under general circumstances. Employees violating such agreement will be subject to disciplinary action, up to and including discharge.

Environmental, Social and Governance Report

(b) Customer service

We are constantly improving our customer service standard to underpin our mission of "bringing optimism and joy to the masses". We have managed to continuously develop advanced broadcasting technology and optimize our platforms, thereby catching up in the innovation and technology trend as well as enhancing user experience.

Besides, we focus on providing professional and tailored customer service, which in turn is conducive to fulfilling our commitment of "meeting and exceeding each and every customer's demands". All enquiries are handled by our dedicated, well-trained customer service specialists. They provide a 24/7 service to communicate with users in a professional and courteous manner. To standardise our service quality, a comprehensive complaint handling workflow (the "**Standard Process**") has been established to provide clear guidance and support to customer service specialists. The Standard Process is as follows:

For general cases which can be dealt solely by the customer service department, our average processing time is 1-2 hours. For issues that require technical support from other departments, we guarantee to provide solutions within one to two working days for the sake of delivering value-added services to our customers with the highest level of quality.

Our customer service specialists offer multiple customer communication channels including Weibo, WeChat, hotline and live chat on our live streaming platforms. A good customer relationship generates customer satisfaction. Cross-channel approach allows us to interact with customers on multiple channels at a time. Their valuable feedback can be collected more efficiently while support and assistance can then be provided in no time.

Environmental, Social and Governance Report

(c) Healthy live-streaming

We aspire to build a healthy live-streaming platform. This includes filtering indecent or obscene content that are clearly not suitable for children and teenagers. Since 2006, we have started to keep track and check the content through analysing screenshot of chatrooms. In 2008, the Group launched an auto-filtering system for screening indecent or obscene content. In 2012, we completed the patent application for "method for automatic filtering disqualified image based on multilayer characteristics" (《基於多層特徵的不良圖像自動過濾方法》), which can automatically analyse screenshot images of videos or live streamings and filter out inappropriate ones by skin colour and human body parts detection. This technology has been applied to our platforms. Content monitoring team will be notified once sensitive information is found in any live stream broadcast. Any channel or user that is found violating the regulations will be warned. Serious breaches of regulations such as posting explicit content meant to be sexually gratifying (like pornography) will be subjected to termination of user's account (including IP address blocking). The mechanism increases the efficiency and reliability of our monitoring work.

Our three-tiered content monitoring system operates as the following:

Before Broadcast	To register for new accounts, applicants are required to provide printed name on the Identity Card and registered mobile number under the Real-name Registration Provision. Before using any of our platforms, every user ought to abide by the terms of use to ensure that they agree with and clearly understand our terms and regulations including the "Social Platform Content Monitoring and Punishment Agreement". Registered users will be informed of the types of messages and content that are strictly prohibited on our live streaming platforms, consisting of illegal, unethical, harming, threatening messages as well as messages that infringe intellectual property.
During Broadcast	When live streaming rooms begin to broadcast, any non-compliance will be immediately spotted by our content monitoring system, room managers and technological specialists. Meanwhile, screenshots of each broadcasting room will be taken every 3 minutes and afterwards will undergo an automatic detection progress through the self-developed filtering system. Inappropriate ones will be sent to our content monitoring team for further handling. Once a case of non-compliance is confirmed, corresponding actions will be taken to alert and penalize the concerned hosts or audience. By conforming to applicable laws, we apply penalties regarding violations on content regulatory requirements subject to level of severity comprising warning, room closure, suspension of the stream and/or account, permanent deletion of account with forfeiture of virtual currency and items as well as reporting to the police.

After Broadcast	Record of cases of non-compliance will be retained for at least two years. We have made an agreement with the police to report illegal cases, special attention will be given to severe violations like drug use and obscenity, and a summary of violations of our terms of services will be reported to relevant local authority weekly. Administrative accounts of our platforms can also be accessed by the police if necessary.

(d) Intellectual property protection

The Group has been one of the market leaders in live streaming platform in China for years. We must address vital questions about how to protect one's intellectual property in more effective and thorough ways. These questions spur us to develop a standard working procedure for Certificate for the "Registration of Computer Software Copyright" (《計算器軟件著作權登記證書》).

During the Reporting Period, a total of 84 pieces of intellectual property, including 21 patents, 2 trademarks and 61 copyrights have been newly registered.

Our endeavour in innovation and the sound management system is recognised by the State as one of the Key Software Enterprises and eligible to enjoy tax benefits under "Announcement of the State Administration of Taxation on Issues concerning the Implementation of Preferential Income Tax Policies for Software Enterprises" (《國家稅務總局關於執行軟件企業所得稅優惠政策有關問題的公告》).

Complying with the "Copyright Law of the PRC" (《中華人民共和國著作權法》), "Regulation on the Protection of the Right to Communicate Works to the Public Over Information Networks" (《信息網絡傳播權保護條例》), "Measures for the Administrative Protection of Internet Copyright" (《互聯網著作權行政保護辦法》) and "Provisions on the Administration of Internet Audio-Visual Program Service" (《互聯網視聽節目服務管理規定》), we also pledge to protect intellectual property right in general, notably the originality of the contents our hosts broadcast. Our broadcasting platform, 9158, has declared to its hosts and users that if any case of infringement of intellectual property is identified, our team has the right to remove the infringing work without prior notice. Anyone who suspects that his or her intellectual property is being infringed by our hosts or users when using our service, can notice us in writing and provide us with evidence. Our team will delete the infringing work by request after investigation without any notice.

Environmental, Social and Governance Report

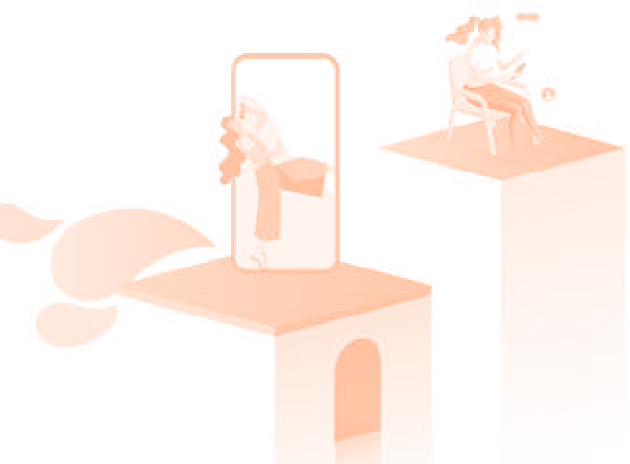
(e) Advertising

Broadcasters are responsible for the broadcast material that airs on their platforms, including advertisements. We have the primary responsibility for determining whether specific advertising is false or misleading. Every advertisement will be screened for any misleading content by our content management team before publishing to protect the consumer right of our users. Further legal action will be taken if we found any material that is not adhering to the "Advertisements Law of the PRC" (《中華人民共和國廣告法》) and the "Interim Measures for the Administration of Internet Advertising" (《互聯網廣告管理暫行辦法》).

(f) Supplier

Supplier is one of our important business partners. We encourage them to share the same dedication to environmental protection, social responsibility and ethical behaviour and comply with applicable laws and regulations. For their better understanding of our expectation, we have established Code of Conduct for our suppliers and business partners. We urge them to maintain good business ethics through strategies in occupational health and safety, employee benefits, avoiding child and forced labour and environmental protection. For instance, they should have maintained a hygienic working area, discouraged discrimination in accordance with the "Labour Law of the PRC" (《中華人民共和國勞動法》), complied with applicable environmental laws and established anti-corruption policies including "Anti-Unfair Competition Law of the People's Republic of China" (《中華人民共和國反不正當競爭法》), "Criminal Law of the People's Republic of China" (《中華人民共和國刑法》). Sustainability development cannot be achieved without collaborative work by our suppliers, business partners and ourselves.

During the Reporting Period, we are not aware of any violation of relevant laws and regulations relating to health and safety, advertising and privacy matters relating to products and services provided.



Environmental, Social and Governance Report

7. MAKING OUR EMPLOYEES SMILE

(a) Talent acquisition

We are committed to fostering a diverse and inclusive workplace that attracts talent, and to supporting our employees to succeed at all levels.

We establish a detailed Employee Handbook in accordance with the "Labour Contract Law of the People's Republic of China" (《中華人民共和國勞動合同法》). It addresses a holistic recruitment policy enabling us to scout for the most suitable and compatible talents to foster continuous growth and long-term success. We adopt various recruitment channels, which include online recruitment, job fairs, media recruitment and employee referral, to engage prospective applicants. In addition, we have also created an official WeChat account for posting recruitment notice for interested parties.

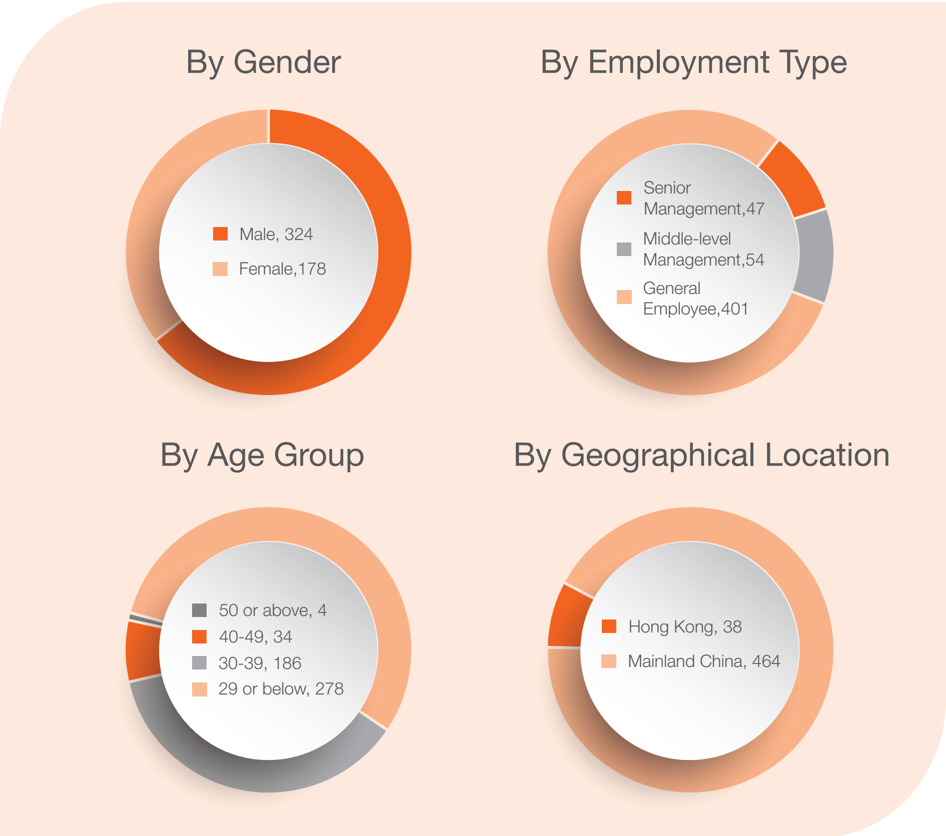
We are in stringent compliance with the "Labour Law of the PRC" (《中華人民共和國勞動法》) to prohibit child and forced labour. To prevent the occurrence of underage labour, new employees are required to submit identity document before progressing to the next stage of application. Copies of document are kept by human resource department for record. On the other hand, our employee handbook and contract clearly address standard working hours, overtime policy, rest periods, leave and dismissal arrangement. We have adopted a few flexible work arrangements, such as five-day work week and flexitime, in hope of catering for both the employees' families needs and the Group's operational requirements. All eligible employees are entitled to paid annual leave, paternity leave, sick leave, marriage leave, compassionate leave, etc. Depending on the operational needs, employee could be paid for authorized overtime work as well. All new employees are asked to sign the contracts to acknowledge these terms for compliance.

Once job applications are received, shortlisted candidates will receive written test, interview, and background check which aim to assess one's technical or professional expertise required for a particular position. All recruitment and job selection decisions will be based on merits – the skills and abilities of the candidate as measured against the inherent requirements of the position – regardless of personal characteristics such as their age, gender, nationality, race as well as disability. As a fair employer we take a zero-tolerance approach to any forms of discrimination and firmly uphold the principle of diversity and equal opportunity to create an inclusive workplace.

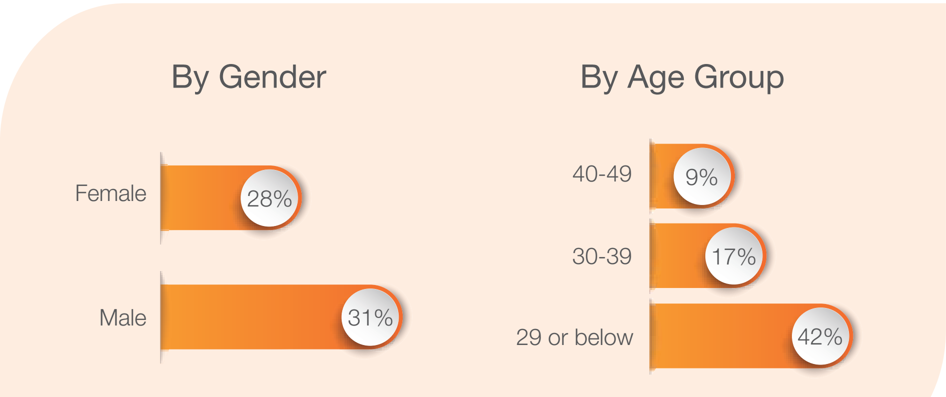
Environmental, Social and Governance Report

Staff overview

Total workforce



Turnover Rate



Note: Employees in Mainland China accounted for the employee turnover in 2019.

(b) **Remuneration and benefits**

We are dedicated to providing a harmonious and comfortable working environment, as well as competitive remuneration packages and plentiful benefits. To make our employees feel included, we offer attractive remuneration packages which go beyond the requirement stated in the "Labour Contract Law of the People's Republic of China" (《中華人民共和國勞動合同法》). Our employment packages consist of basic salary, special bonuses and allowances. Other special bonuses including performance bonus, project bonus and internal referral bonus are provided to staff as a reward for outstanding performance.

Employees are also eligible to receive a monthly attendance bonus (provided that the staff is without lateness, early leave and changing roster in that particular month), lunch allowance, transportation allowance and overtime allowance. Our fringe benefits include but are not limited to the following items:

- Birthday coupons
- Marriage benefits
- Book purchase subsidies
- Transportation subsidies
- Maternity allowances
- Festival bonuses
- Free overtime meals
- Annual Travel

The Group strictly abides by the "Social Insurance Law of the PRC" (《中華人民共和國社會保險法》) and ensures that employees are covered by the social security scheme (pensions, unemployment, medical, work-related injury and maternity insurances plus housing provident fund (五險一金)).

We aspire to offer our employees the opportunity to showcase their hobbies and interests in the workplace. Different departments organize various employee engagement activities such as picnic and meal gatherings creating the sense of belonging and promoting a better work-life balance. A corporate WeChat account is created for staff internal use to promote exchange of ideas, knowledge and coordination of leisure activities.

During the Reporting Period, we are not aware of any non-compliance with relevant laws and regulations concerning compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other benefits and welfare, child labour and forced labour.

Environmental, Social and Governance Report

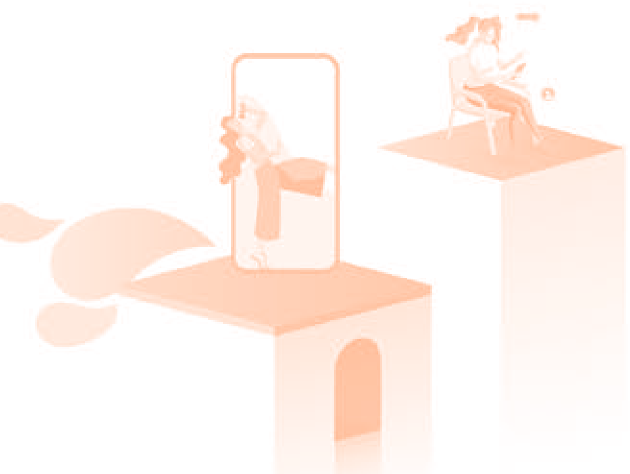
(c) Occupational health and safety

We place the occupational health and working safety of our employees at the heart of our values. Adhering to the "Labour Law of the PRC" (《中華人民共和國勞動法》) and other applicable laws and regulations, we use a multi-pronged approach to safeguard the well-being and safety of our employees. We embrace the belief that every worker has the right to go home unharmed every day.

All new-joiners are asked to undergo an obligatory pre-employment medical examination. We also offer annual medical check-up, weekly-medical consultation sessions and quarterly medical talks to existing employees to keep them abreast of their health. Early detection can mitigate the risk of potential health problems that may turn out to be dangerous and allow prompt follow-up treatment. We are also incorporating fitness equipment such as gym facilitates into the office environment to show our enlightened approach to promote wellbeing of employees and a healthy working lifestyle. Staff members are free to enjoy the office gym at their leisure time.

Preparation is the key to effective response to workplace incidents. To ensure all safety equipment is in good conditions and ready to use, regular maintenance and inspection of fire protection system, which includes first-aid kits, fire sprinkler system, fire alarm system and emergency exit, is performed. Fire drills are also conducted to fully comply with the Fire Protection Law of the PRC (《中華人民共和國消防法》) and other related laws and regulations.

During the Reporting Period, there were 5.5 days lost due to work injury and absence of any work-related casualties. We are not aware of any non-compliance with laws and regulations with regard to providing a safe working environment and protecting employees from occupational hazards.



Environmental, Social and Governance Report

(d) **Development and training**

Employee training and development not only increases job satisfaction and morale among employees but also makes personnel feel more valued and can increase their skills. In this regard, we seize every chance to offering development opportunities to our staff members. A holistic "Training Management Policy" is developed and implemented for this aim. Annual training plan is developed every year. Training can be categorised into four aspects:

As a responsible corporate enterprise, we always encourage our employees to proactively attend external certificated trainings and earn professional certificates. A monetary incentive will be provided for employee who successfully obtain nationally-recognised qualifications and certifications.

Environmental, Social and Governance Report

Performance appraisal is a vital part of the management role which ensures staff is given the opportunity to assess and improve in their individual career development. Monthly-, quarterly- or yearly- based performance appraisals are adopted depending on job requirement. The appraisers will objectively assess our employees' performances on a quantitative scale based on a set of defined key performance indicators. Appraisers will also provide personal advice and recommendations accordingly in the hope of improving the employee's performance at work. On the other hand, the employee performance evaluation is also a base for non-discriminatory promotion, pay, and bonus. Supervisors make reference to the result of performance appraisal as well to recommend promotion programmes for efficient employees.

Environmental, Social and Governance Report

(e) **Integrity**

As a responsible cooperate citizen, upholding integrity and honesty is our top priority and also one of our business' core values. From back office to online platform, we expect our employees to lead with integrity and to comply with all laws and regulations including but not limited to "Anti-Unfair Competition Law of the People's Republic of China" (《中華人民共和國反不正當競爭法》) and "Criminal Law of the People's Republic of China" (《中華人民共和國刑法》) in the PRC. To promote these expectations, we have implemented a comprehensive internal control system. Our employees' behaviours with this regard are superintended. Our anti-corruption policies do not allow any unethical behaviour such as money laundering, bribery, extortion and fraud that does harm to the Group and our society.

Since May 2019, the Group has become a member of Trust and Integrity Enterprise Alliance (also known as "TIEA", "陽光誠信聯盟"). Initiated by The Research Center of Criminal Justice of Renmin University of China (中國人民大學刑事法律科學研究中心), TIEA is a national alliance made up of representatives from leading enterprises of various industries. It is committed to fighting against corruption, in line with its overarching theme of building a business environment featuring management with integrity and strengthening business internal control.

Among the commitments made with the alliance, the Group pledges to do the following:

- Reject any job applicant who engages in or is convicted for corruption, bribery or fraud
- Decline business partnership with any organisation which engages in or is convicted for corruption, bribery or selling counterfeit goods
- Share blacklists with other alliance member

Whistleblowing policy is also reinforced in the Group for the purpose of reporting suspected wrongdoings to the management, which can be done by phone, email or post. Anonymous complaints are allowed. Our conduct monitoring team is responsible for handling the complaints by investigating and reporting the findings to the Board and relevant parties.

During the Reporting Period, we are not aware of any non-compliance with relevant laws and regulations with respect to corruption, bribery, extortion, fraud and money laundering.

8. MAKING OUR EARTH SMILE

As a pioneer of live-streaming platform industry, we are committed to conveying positive messages relating to social responsibility and environmental protection. We strictly align with "Environmental Protection Law of the PRC" (《中華人民共和國環境保護法》) by implementing our Environmental Policy which provides a clear and practical guidance on efficient use of resources through daily operational practices.

(a) Emission reduction

Taken into account the urgent need for environmental conservation, the Group strives to explore opportunities to reduce greenhouse gas emissions associated with our operations. The following energy saving measures are adopted:

- Staff is urged to turn off electrical appliances when they are not in use.

- We encourage green travelling with the use of public transport.

- We conduct inspection to ensure air-conditioners are shut off when all staff is off from work.

- In terms of procurement, electrical appliances awarded with Grade One Energy Label indicating the most efficient level will be prioritized.

- Every electricity consuming appliance is monitored by a Smart Energy Saving Application (the "**Mobile Application**"). The Mobile Application allows the administration team to set up timer for appliances to turn on and off at a specific time for better energy use control and management. Meanwhile, the Mobile Application also enables remote monitoring and switching off all sockets and appliances. If any electronic device is not switched off, staff can turn off remotely to avoid energy wastage.

- To avoid direct insolation heating up the office, our staff has installed reflective panels at the windows around the office to reduce the level of direct insolation so as to reduce the energy consumed for air-conditioning. Our Hangzhou office has planted greenery of 500-meter square at the rooftop of the building to lower the room temperature.

(b) Waste reduction

The 4Rs, which refers to Replace, Reduce, Reuse, Recycle, are the golden rule of waste management. With regard to these principles, the Group sets different waste reduction initiatives such as electrical refuse separation from other non-recyclables. General refuse is collected by sanitary service company and environmental hygiene authority while electrical refuse, predominantly computer, is recycled by qualified third-party recyclers.

We also encourage reduction of unnecessary consumption. Our employees are educated to maintain good office supplies management to reduce wastage. When it comes to printing, staff members are required to print double-sided to save paper. In pursuit of paperless office, online human resources system is used for undergoing most administrative work, such as leave application and performance appraisal.

(c) Water conservation

Water is one of the major limited resources for human welfare. To minimize water waste in our office, several conservation initiatives are undertaken. For example, drip irrigation, time control and partial spraying for irrigation are used in the greening area in Hangzhou office. Water conservation reminders are posted around the office to remind our staff to use water wisely and efficiently. We source freshwater from local municipal water supplier and have no problem in sourcing water during the Reporting Period.

(d) Resource use

As we are mainly office-based, significant impact on the environment and natural resource is not expected considering our business nature. Our energy consumption, source of greenhouse gas and air emissions come from purchased electricity, unleaded petrol and LPG.

During the Reporting Period, we are not aware of any non-compliance with relevant laws and regulations concerning air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

Environmental, Social and Governance Report

Our Environmental Footprint[1]			
Description	Unit of Measure	2019	2018
Air Emissions			
Nitrogen oxides (NO_x)	kg	12.31	16.42
Sulphur oxides (SO_x)	kg	0.39	0.42
Particulate matter (PM)	kg	0.91	1.21
Greenhouse Gas (GHG) Emissions			
Total	tCO_2-eq	648.11	807.77
Scope 1: Direct emissions	tCO_2-eq	71.13	75.28
Scope 2: Energy indirect emissions	tCO_2-eq	576.98	732.49
Intensity	tCO_2-eq/employee	1.29	1.52
Non-Hazardous Waste Generated[2]			
Total	tonnes	96.82	98.07
Waste disposed	tonnes	87.19	97.24
Waste collected for recycling	tonnes	9.63[3]	0.84
Intensity	tonnes/employee	0.19	0.18
Energy Consumption			
Total	MWh	1,038.31	1,254.79
Purchased electricity	MWh	794.79[4]	996.96
Non-renewable fuel	MWh	243.52	257.83
Intensity	MWh/employee	2.07	2.36
Water Consumption[5]			
Total	m^3	1,447.30	1,600.62
Intensity	m^3/employee	10.56	7.44

1 There was a total number of 502 employees in Hangzhou, Jinhua, Beijing and Shanghai offices in PRC as of December 31, 2019 while there was a total number of 532 employees in Hangzhou, Jinhua and Beijing offices as of December 31, 2018. The decrease in number of staff accounts for part of the decrease in electricity and water consumption.

2 Due to our business nature, we were not aware of any significant generation of hazardous waste and consume any packaging material during the Reporting Period.

3 Hangzhou offices enhanced source separation of waste to facilitate recycling in 2019.

4 As the areas occupied by Beijing and Jinhua office decreased in 2019, the relevant electricity and water consumption reduced.

5 Data of water consumption in our Hangzhou and Shanghai office was not available as sub-meter for individual occupant was not provided by the respective building management. The above data only covers water consumption in our Jinhua and Beijing offices in 2018 and 2019.

9. MAKING OUR COMMUNITY SMILE

At Tian Ge, our vision always stays the same – making the world smile every day. We carry forward a commitment to strengthening communities through dedicating our time and talent to our society, organizations, and more.

(a) Giving back to our community

The Group is committed to supporting our society and making it a better place to live in. By using the social networking App “Me and You (米優匯)”, an online community platform that builds bridges between local business enterprises and the government, we can seek for some district-focused projects which need funding. We understand how important a safe home is to personal well-being and peace of mind. In 2019, we donated RMB100,000 to repair the damaged fire protection system of an old building for the sake of safety of the local community.

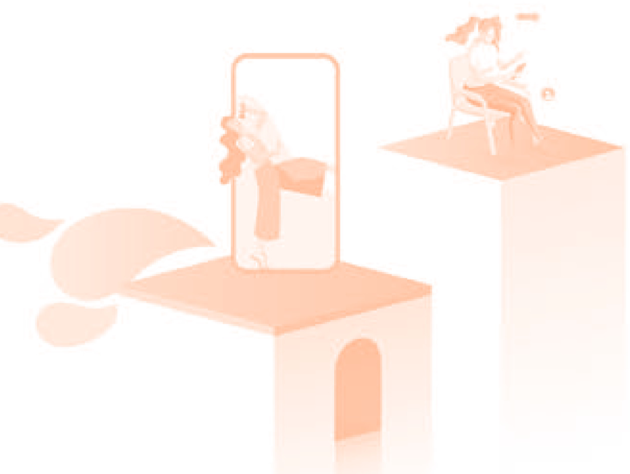
Winter is a hard time for those who have to spend their whole day working outdoors. In this winter, the Group further shared the warmth with the janitors in Yintaicheng by distributing two hundred new warm cashmere sweaters to these workers. We have conducted this community service activity for three consecutive years. By doing these small things with great love, we think it is a good way to show them the support from our city and raise social awareness on these workers who are worthy of respect.

Tian Ge has the social responsibility to serve the greater society. To have the most significant impact, we also make the best use of our expertise. In April 2019, one of our renowned online platform - “Miao Broadcasting (喵播)” lived a charity sale event “2019 Charity Live Stream for Poverty Alleviation (2019脫貧攻堅公益直播盛典)”. This event aimed to eradicate rural poverty sustainably by creating online sales channel for farmers in rural area instead of just giving them a handout. We believe that poverty cannot be ended through any single act but collective effort and have much further to go in our fight against it.

Environmental, Social and Governance Report

10. HKEX ESG GUIDE CONTENT INDEX

Subject Areas, Aspects, General Disclosure and KPIs		Chapter/Disclosure	Page
A. Environmental			
Aspect A1: Emissions			
General Disclosure Information on: (a) the policies; and (a) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.		**Making Our Earth Smile**	**106-108**
KPI A1.1	The types of emissions and respective emissions data.	**Emission Reduction; Resource use**	**106-108**
KPI A1.2	Greenhouse gas emissions in total and where appropriate, intensity.	**Emission Reduction; Resource use**	**106-108**
KPI A1.3	Total hazardous waste produced and where appropriate, intensity.	**We did not generate any significant amount of hazardous waste.**	
KPI A1.4	Total non-hazardous waste produced and where appropriate, intensity.	**Resource use**	**108**
KPI A1.5	Description of measures to mitigate emissions and results achieved.	**Emission Reduction**	**106**
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, reduction initiatives and results achieved.	**Waste Reduction**	**107**

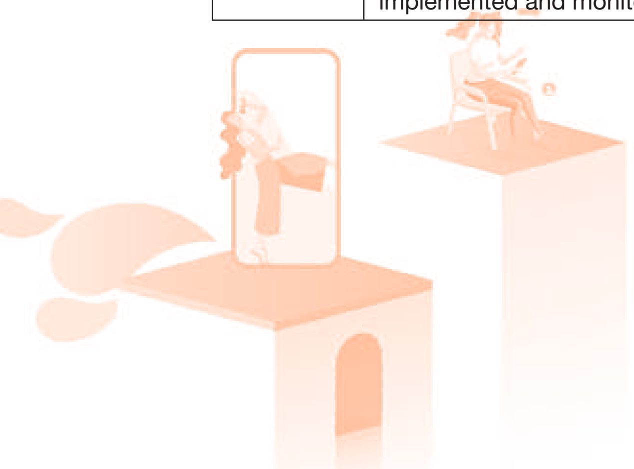


Environmental, Social and Governance Report

Aspect A2: Use of Resources			
General Disclosure Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc.		Making Our Earth Smile	106-108
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity.	Resource use	108
KPI A2.2	Water consumption in total and intensity.	Resource use	108
KPI A2.3	Description of energy use efficiency initiatives and results achieved.	Emission Reduction	106
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency initiatives and results achieved.	Water Conservation	107
KPI A2.5	Total packaging material used for finished products, and if applicable, with reference to per unit produced.	As a social video platform operator, packaging material used for finished products is not applicable to the Group's business	
Aspect A3: The Environment and Natural Resources			
General Disclosure Policies on minimising the issuer's significant impact on the environment and natural resources.		Due to our business nature, we did not have significant impact on the environment and natural resources.	
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.		

Environmental, Social and Governance Report

B. Social			
Employment and Labour Practices			
Aspect B1: Employment			
General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.		**Making Our Employees Smile**	**99-101**
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	**Staff overview**	**100**
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	**Staff overview**	**100**
Aspect B2: Health and Safety			
General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.		**Making Our Employees Smile**	**102**
KPI B2.1	Number and rate of work-related fatalities.	**Relevant data will not be disclosed for the year.**	
KPI B2.2	Lost days due to work injury.	**Occupational health and safety**	**102**
KPI B2.3	Description of occupational health and safety measures adopted, how they are implemented and monitored.	**Occupational health and safety**	**102**

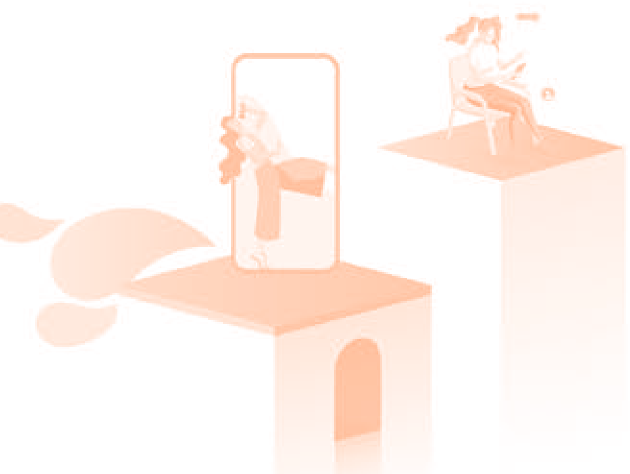


Environmental, Social and Governance Report

Aspect B3: Development and Training			
General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.		**Making Our Employees Smile**	**103-104**
KPI B3.1	The percentage of employees trained by gender and employee category.	**Development and Training**	**104**
KPI B3.2	The average training hours completed per employee by gender and employee category.	**Development and Training**	**104**
Aspect B4: Labour Standards			
General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.		**Making Our Employees Smile**	**99**
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	**Relevant data will not be disclosed for the year.**	
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	**Relevant data will not be disclosed for the year.**	
Operating Practices			
Aspect B5: Supply Chain Management			
General Disclosure Policies on managing environmental and social risks of the supply chain.		**Supplier**	**98**
KPI B5.1	Number of suppliers by geographical region.	**Relevant data will not be disclosed for the year.**	
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, how they are implemented and monitored.	**Relevant data will not be disclosed for the year.**	

Environmental, Social and Governance Report

Aspect B6: Product Responsibility			
General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.		**Making Our Customer Smile** **As the Group is not involved in product manufacturing and sales, laws and regulations relating to product labelling are not applicable.**	**94-98**
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	**Due to our business nature, we did not have products sold or shipped subject to recalls for safety and health reasons.**	
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	**Relevant data will not be disclosed for the year.**	
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	**Intellectual Property Protection**	**97**
KPI B6.4	Description of quality assurance process and recall procedures.	**Healthy live-streaming; As the Group is not involved in product manufacturing and sales, recall procedures are not applicable.**	**96-97**
KPI B6.5	Description of consumer data protection and privacy policies, how they are implemented and monitored.	**Information security and customer privacy protection**	**94**



Environmental, Social and Governance Report

Aspect B7: Anti-corruption			
General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.		**Integrity**	**105-106**
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	**Integrity**	**105-106**
KPI B7.2	Description of preventive measures and whistle-blowing procedures, how they are implemented and monitored.	**Integrity**	**105-106**
Community			
Aspect B8: Community Investment			
General Disclosure Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.		**Making Our Community Smile**	**109**
KPI B8.1	Focus areas of contribution.	**Making Our Community Smile**	**109**
KPI B8.2	Resources contributed to the focus area.	**Making Our Community Smile**	**109**

Independent Auditor's Report

pwc 羅兵咸永道

To the Shareholders of Tian Ge Interactive Holdings Limited
(incorporated in the Cayman Islands with limited liability)

OPINION

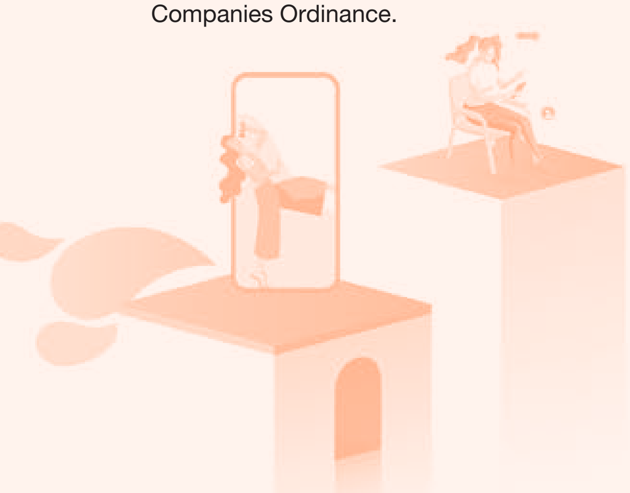
What we have audited

The consolidated financial statements of Tian Ge Interactive Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 124 to 280, which comprise:

- the consolidated balance sheet as at 31 December 2019;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, which include a summary of significant accounting policies.

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2019, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.



Independent Auditor's Report

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code.

KEY AUDIT MATTERS

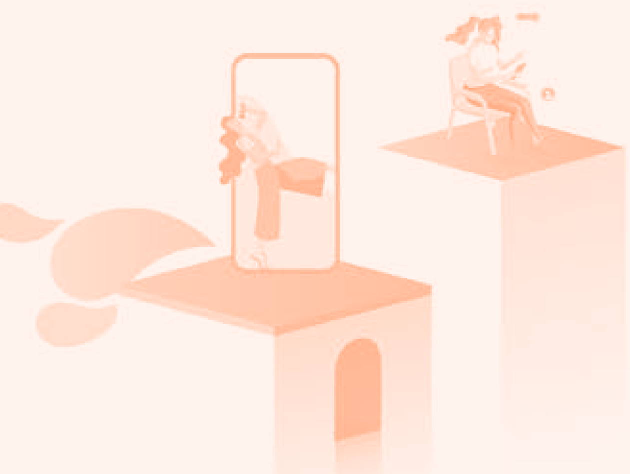
Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters identified in our audit are summarised as follows:

- Impairment assessments of goodwill
- Fair value measurement of investments in unlisted equity investments and venture capital funds recorded as financial assets at fair value through profit or loss
- Redemption liabilities arising from transaction with non-controlling interests

Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
Impairment assessments of goodwill	
Refer to note 2.10, note 4.1(d) and note 18 to the consolidated financial statements. As at 31 December 2019, the Group held goodwill of RMB233,646 thousand. Goodwill is monitored by management at cash generating unit ("CGU") level, and the recoverable amount of each CGU was determined by management based on value-in-use calculation using cash flow projections. Based on the results of the annual impairment assessments conducted, the Group determined that there is no impairment of goodwill for the year ended 31 December 2019. We focused on this area due to the magnitude of the carrying amount of the goodwill and significant judgements were involved by management to determine the key assumptions and estimates including terminal growth rate, pre-tax discount rate, sales growth rate and gross profit margin.	Our procedures to address this key audit matter included: – We assessed, with assistance of our internal valuation experts, the appropriateness of the valuation methodologies used by reference to industry practice; – We assessed the reasonableness of the key assumptions and estimates adopted by management by (i) evaluating the historical estimation accuracy of the cash flow forecast by, for example, comparing the forecast used in the prior year to the actual performance of the business in the current year, (ii) evaluating the reasonableness of pre-tax discount rate and terminal growth rate, with assistance of our internal valuation experts, by comparing market information of comparable companies in the same industry and relevant economic forecasts, and (iii) evaluating sales growth rate and gross profit margin by comparing such estimates with the Group's historical performance, market data and other supporting documents; – We tested the mathematical accuracy of the calculations of the impairment assessment; – We also evaluated management's sensitivity assessment over the recoverable amount of the Group's CGUs, focusing on those key assumptions to which the calculations were most sensitive. Based on the procedures performed, we found the key assumptions and estimates adopted in the goodwill impairment assessments to be supportable based on available evidence.



Independent Auditor's Report

Key Audit Matter	How our audit addressed the Key Audit Matter
Fair value measurement of investments in unlisted equity investments and venture capital funds recorded as financial assets at fair value through profit or loss	
Refer to note 3.3, note 4.1(b) and note 23 to the consolidated financial statements. As at 31 December 2019, the Group held investments in unlisted equity investments and venture capital funds recorded as financial assets at fair value through profit or loss amounting to RMB491,122 thousand and RMB394,243 thousand, respectively. These investments were recorded as financial assets at fair value through profit or loss as at 31 December 2019. During the year ended 31 December 2019, a net fair value loss of RMB40,748 thousand and a net fair value gain of RMB37,453 thousand were recognised for the investments in unlisted equity investments and venture capital funds, respectively. We focused on this area due to the magnitude of these financial assets and significant judgements were involved by management to determine the key assumptions and estimates adopted in the valuation models in determining the respective fair values of such financial assets including sales growth rate, gross profit margin, terminal growth rate and risk-adjusted discount rate.	Our procedures to address this key audit matter included: – We assessed the appropriateness of the valuation methodologies, with assistance of our internal valuation experts; – We assessed, on a sample basis, the reasonableness of the key assumptions and estimates used by management by (i) evaluating terminal growth rate and risk-adjusted discount rate, with assistance of our internal valuation experts, by comparing market information of comparable companies in the similar industry and relevant economic forecasts and (ii) evaluating sales growth rate and gross profit margin by considering historical performance, market data and other supporting documents; – We tested, on a sample basis, the mathematical accuracy of the calculations of the valuation. Based on the procedures performed, we found the key assumptions and estimates adopted in the valuation models were supported by the available evidence.

Independent Auditor's Report

Key Audit Matter

Redemption liabilities arising from transaction with non-controlling interests

Refer to note 2.23, note 5(d) and note 32 to the consolidated financial statements.

In relation to the Group's disposal of 36% equity interest in Jinhua Ruian Investment Management Company Limited ("Jinhua Ruian"), which is a wholly owned subsidiary of the Group, which holds 80% equity interest in Shanghai Benqu Internet Technology Co., Ltd ("Shanghai Benqu") (the "disposal"), Beijing Weimeng Chuangke Investment Management Co., Ltd (the "Purchaser" and also non-controlling interests) was entitled to put option rights to request the Group and other selling shareholders to repurchase the sold shares in Shanghai Benqu contingent on certain redemption events ("Redemption Events") within 3 years from 5 July 2019 (date of completion of the disposal).

Redemption liabilities related to the put option rights were recognised and measured at the maximum amount that the Group is obliged to pay under different Redemption Events at the date of disposal and at balance sheet date with a corresponding adjustment to other reserves. The Redemption liabilities amounted to RMB335,677 thousand and RMB311,451 thousand, respectively at the date of disposal and at balance sheet date.

We focused on this area due to the significance of the redemption liabilities arising from the transaction with non-controlling interests and significant audit effort was involved in evaluating the management's assessment of redemption liabilities with reference to the terms of the disposal agreement.

How our audit addressed the Key Audit Matter

Our procedures to address this key audit matter included:

– We discussed with management to understand (i) the nature of the disposal transaction, (ii) management interpretations of the key terms of the disposal agreement including the Redemption Events and (iii) management assessment and methods used to calculate the redemption liabilities under each Redemption Event;

– We read the relevant key terms of the disposal agreement.

– We evaluated management's assessment of the accounting treatment by considering the key terms of the disposal agreement and the relevant accounting standard requirements;

– We corroborated management's assessment and interpretation of the key terms of the disposal agreement by interviewing the Group's legal counsel and management of the Purchaser;

– We assessed the appropriateness of the management's methods to calculate the redemption liabilities under each Redemption Event by considering the key terms of the disposal agreement and the relevant accounting standard requirements;

– We tested the mathematical accuracy of the calculations of the total redemption liabilities at the date of disposal and at balance sheet date.

Based on the procedures performed, we found management's assessment of the redemption liabilities from transaction with non-controlling interests were supported by available evidence.

Independent Auditor's Report

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in the annual report other than the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with IFRSs and the disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the Group's financial reporting process.

Independent Auditor's Report

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Independent Auditor's Report

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Chui Yin Wong.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 March 2020

Consolidated Statement of Comprehensive Income

		Year ended 31 December	
		2019	2018
	Note	RMB'000	RMB'000
Revenue	6	**539,329**	751,933
Cost of revenue	7	**(64,545)**	(65,290)
Gross profit		**474,784**	686,643
Selling and marketing expenses	7	**(119,059)**	(164,633)
Administrative expenses	7	**(96,858)**	(110,055)
Research and development expenses	7	**(71,751)**	(95,985)
Reversal of impairment losses/(Net impairment losses) on financial assets	3.1 (b)	**26,892**	(101,849)
Other gains, net	8	**30,053**	296,166
Operating profit		**244,061**	510,287
Finance income	10	**4,844**	2,714
Finance costs	10	**(6,070)**	(2,193)
Finance (costs)/income, net	10	**(1,226)**	521
Share of losses of investments accounted for using the equity method	14	**(3,826)**	(2,134)
Impairment of investments accounted for using the equity method	14	**(33,098)**	(149,250)
Profit before income tax		**205,911**	359,424
Income tax expense	11	**(105,785)**	(143,762)
Profit for the year		**100,126**	215,662
Other comprehensive income			
Items that may be reclassified to profit or loss			
Currency translation differences		**13,814**	33,053
Items that will not be reclassified to profit or loss			
Change in fair value of owner-occupied property	15, 33	**1,579**	–
Total comprehensive income for the year		**115,519**	248,715

Consolidated Statement of Comprehensive Income

		Year ended 31 December	
		2019	2018
	Note	**RMB'000**	RMB'000
Profit/(Loss) attributable to:			
– Shareholders of the Company		**93,834**	218,276
– Non-controlling interests		**6,292**	(2,614)
		100,126	215,662
Total comprehensive income/(loss) attributable to:			
– Shareholders of the Company		**109,227**	251,404
– Non-controlling interests		**6,292**	(2,689)
		115,519	248,715
Earnings per share for profit attributable to owners of the Company (expressed in RMB per share):			
– Basic earnings per share	12	**0.075**	0.172
– Diluted earnings per share	12	**0.074**	0.168

The notes on pages 132 to 280 are integral parts of these consolidated financial statements.

Consolidated Balance Sheet

	Note	As at 31 December 2019 RMB'000	2018 RMB'000
Assets			
Non-current assets			
Property and equipment	15	**165,598**	186,582
Right-of-use assets	16	**7,373**	–
Investment properties	17	**56,591**	46,512
Intangible assets	18	**285,826**	296,399
Investments accounted for using the equity method	14	**26,574**	55,305
Prepayments and other receivables	22	**29,919**	74,829
Financial assets at fair value through profit or loss	23	**927,338**	874,541
Deferred income tax assets	33	**19,403**	38,375
		1,518,622	1,572,543
Current assets			
Trade receivables	21	**27,068**	64,298
Prepayments and other receivables	22	**70,714**	102,922
Financial assets at fair value through profit or loss	23	**746,935**	871,871
Term deposits with initial term over 3 months	24	**106,419**	112,318
Cash and cash equivalents	25	**1,033,006**	432,588
		1,984,142	1,583,997
Total assets		**3,502,764**	3,156,540
Equity			
Equity attributable to Shareholders of the Company			
Share capital	26	**780**	789
Share premium	26	**1,760,719**	1,828,683
Treasury stock	26	**–**	(25,469)
Other reserves	27	**393,817**	510,665
Retained earnings	29	**599,641**	516,740
		2,754,957	2,831,408
Non-controlling interests	5(c)	**109,786**	12,762
Total equity		**2,864,743**	2,844,170

Consolidated Balance Sheet

	Note	As at 31 December 2019 RMB'000	2018 RMB'000
Liabilities			
Non-current liabilities			
Deferred income tax liabilities	33	**113,935**	109,966
Lease liabilities	16	**1,996**	–
Other non-current liabilities		**2,736**	2,633
		118,667	112,599
Current liabilities			
Trade payables	30	**2,477**	5,049
Other payables and accruals	31	**55,358**	71,192
Current income tax liabilities		**118,504**	90,560
Customer advance and deferred revenue		**27,635**	32,970
Lease liabilities	16	**3,929**	–
Redemption liabilities	32, 5(d)	**311,451**	–
		519,354	199,771
Total liabilities		**638,021**	312,370
Total equity and liabilities		**3,502,764**	3,156,540

The notes on pages 132 to 280 are integral parts of these consolidated financial statements.

The financial statements on pages 124 to 280 were approved for issue by the Board of Directors on 26 March 2020 and were signed on its behalf.

Fu Zhengjun
Director

Mai Shi'en
Director

Consolidated Statement of Changes in Equity

		Attributable to Shareholders of the Company							Non-controlling interests	Total Equity
	Note	Share capital RMB'000	Share premium RMB'000	Shares held for restricted share units schemes RMB'000	Treasury Stock RMB'000	Other reserves RMB'000	Retained earnings RMB'000	Total RMB'000	RMB'000	RMB'000
Balance at 1 January 2019		789	1,828,683	–	(25,469)	510,665	516,740	2,831,408	12,762	2,844,170
Comprehensive income										
Profit for the year		–	–	–	–	–	93,834	93,834	6,292	100,126
Other comprehensive income										
Change in fair value of owner-occupied property	15, 27	–	–	–	–	1,579	–	1,579	–	1,579
Currency translation differences	27	–	–	–	–	13,814	–	13,814	–	13,814
Total comprehensive income		–	–	–	–	15,393	93,834	109,227	6,292	115,519
Transactions with Shareholders in their capacity as owners										
Employees share option scheme and restricted share units ('RSU') schemes:										
– value of employee services	9	–	–	–	–	17,377	–	17,377	–	17,377
– proceeds from shares issued	26	2	863	–	–	–	–	865	–	865
– vest and transfer of restricted share units	26	–	(7)	7	–	–	–	–	–	–
Issue of shares held for RSU schemes	26	7	–	(7)	–	–	–	–	–	–
Repurchase of ordinary shares	26	–	–	–	(43,369)	–	–	(43,369)	–	(43,369)
Cancellation of ordinary shares	26	(18)	(68,820)	–	68,838	–	–	–	–	–
Disposal of subsidiaries	5	–	–	–	–	(506)	–	(506)	(1)	(507)
Changes in ownership interests in subsidiaries without change of control	5	–	–	–	–	151,406	–	151,406	90,733	242,139
Recognition of redemption liabilities in respect of the put option granted to non-controlling interests	32	–	–	–	–	(335,677)	–	(335,677)	–	(335,677)
Derecognition of redemption liabilities	32	–	–	–	–	24,226	–	24,226	–	24,226
Profit appropriations to statutory reserves	27	–	–	–	–	10,933	(10,933)	–	–	–
Total transactions with Shareholders in their capacity as owners		(9)	(67,964)	–	25,469	(132,241)	(10,933)	(185,678)	90,732	(94,946)
Balance at 31 December 2019		780	1,760,719	–	–	393,817	599,641	2,754,957	109,786	2,864,743

Consolidated Statement of Changes in Equity

	Note	Attributable to Shareholders of the Company							Non-controlling interests	Total Equity
		Share capital	Share premium	Shares held for restricted share units schemes	Treasury Stock	Other reserves	Retained earnings	Total		
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2018		787	1,952,499	(6)	–	569,960	193,935	2,717,175	11,582	2,728,757
Change in accounting policy		–	–	–	–	(124,892)	124,892	–	–	–
Restated total equity at 1 January 2018		787	1,952,499	(6)	–	445,068	318,827	2,717,175	11,582	2,728,757
Comprehensive income/(loss)										
Profit/(loss) for the year		–	–	–	–	–	218,276	218,276	(2,614)	215,662
Other comprehensive income/(loss)										
Currency translation differences	27	–	–	–	–	33,128	–	33,128	(75)	33,053
Total comprehensive income/(loss)		–	–	–	–	33,128	218,276	251,404	(2,689)	248,715
Transactions with Shareholders in their capacity as owners										
Employees share option scheme and restricted share units ('RSU') schemes:										
– value of employee services	9	–	–	–	–	12,106	–	12,106	–	12,106
– proceeds from shares issued	26	10	6,738	–	–	–	–	6,748	–	6,748
– vest and transfer of restricted share units	26	–	(6)	6	–	–	–	–	–	–
Dividends provided for or paid	14	–	(74,537)	–	–	–	–	(74,537)	–	(74,537)
Repurchase of ordinary shares	26	–	–	–	(152,251)	–	–	(152,251)	–	(152,251)
Cancellation of ordinary shares	26	(16)	(126,766)	–	126,782	–	–	–	–	–
Step-acquisition of a subsidiary		8	70,755	–	–	–	–	70,763	7,152	77,915
Disposal of a subsidiary	5	–	–	–	–	–	–	–	(2,397)	(2,397)
Profit appropriations to statutory reserves	27	–	–	–	–	20,363	(20,363)	–	–	–
Appropriation of dividend to Non-controlling interests		–	–	–	–	–	–	–	(886)	(886)
Total transactions with Shareholders in their capacity as owners		2	(123,816)	6	(25,469)	32,469	(20,363)	(137,171)	3,869	(133,302)
Balance at 31 December 2018		789	1,828,683	–	(25,469)	510,665	516,740	2,831,408	12,762	2,844,170

The notes on pages 132 to 280 are integral parts of these consolidated financial statements.

Consolidated Statement of Cash Flows

	Note	Year ended 31 December 2019 RMB'000	2018 RMB'000
Cash flows from operating activities			
Cash generated from operations	34(a)	**290,969**	342,916
Receipt of refunded withholding tax in connection with dividend distribution	11	**8,000**	–
Income tax paid		**(110,992)**	(81,381)
Net cash generated from operating activities		**187,977**	261,535
Cash flows from investing activities			
Payment for step-acquisition of a subsidiary, net of cash acquired	19	**–**	(134,128)
Proceeds from disposal of subsidiaries, net of cash disposed	5,22	**91,898**	17,808
Payment for acquisition of investments accounted for using the equity method	14	**(8,343)**	(11,870)
Payment for purchase of land use right	22(c)	**(6,173)**	–
Proceeds from disposal of investments accounted for using the equity method		**4,000**	37,799
Purchase of and prepayment for property, equipment and other non-current assets		**(7,965)**	(61,656)
Purchase of and prepayment for intangible assets	18	**(1,697)**	(672)
Proceeds from disposal of property and equipment	34(b)	**239**	329
Payment for term deposits with initial term of over 3 months		**(105,000)**	(101,039)
Proceeds from disposal of term deposits with initial term of over 3 months		**110,313**	202,135
Payment for financial assets at fair value through profit or loss		**(2,542,035)**	(3,069,442)
Proceeds from disposal of financial assets at fair value through profit or loss		**2,661,553**	3,160,691
Dividend received from an investment accounted for using the equity method	14(a)	**670**	484
Dividend received from financial assets at fair value through profit or loss	23(a)(b)	**2,874**	17,514
Cash paid for acquisition of other financial assets		**–**	(20,000)
Payment for prepayments of investments		**(12,871)**	(7,498)
Deposit paid for purchase of property	22(b)	**(5,000)**	–
Receipt of refundable prepayments for potential investments		**1,000**	28,113

Consolidated Statement of Cash Flows

	Note	Year ended 31 December 2019 RMB'000	2018 RMB'000
Refundable advance received from a potential investment in a subsidiary		–	8,500
Loans granted to third parties, related parties and employees		(31,765)	(43,804)
Loans granted to customers	22(f)	(2,962)	–
Repayment of loans granted to third parties, related parties and employees		20,254	86,973
Interest received from loans granted to third parties, related parties and employees		1,204	3,088
Net cash generated from investing activities		170,194	113,325
Cash flows from financing activities			
Proceeds from exercise of share options	26	865	4,957
Payment for repurchase of shares	26	(43,369)	(152,251)
Net cash received for transferring equity interests of subsidiaries to non-controlling interests	5(d)	284,108	–
Lease payments		(2,013)	–
Dividends paid to non-controlling interests		–	(886)
Dividends paid to the Company's shareholders	13	–	(74,537)
Net cash generated from/(used in) financing activities		239,591	(222,717)
Net increase in cash and cash equivalents		597,762	152,143
Cash and cash equivalents at beginning of year		432,588	273,652
Exchange gains on cash and cash equivalents		2,656	6,793
Cash and cash equivalents at end of year		1,033,006	432,588
Non-cash financing and investing activities	34(c)	864	81,082
Cash flows of discontinued operations		–	15,383

The notes on pages 132 to 280 are integral parts of these consolidated financial statements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

1 GENERAL INFORMATION

Tian Ge Interactive Holdings Limited (the 'Company') was incorporated in the Cayman Islands on 28 July 2008 as an exempted company with limited liability under the Companies Law (2007 Revision) of the Cayman Islands as an investment holding company. The address of the Company's registered office is Grand Pavilion, Hibiscus Way, 802 West Bay Road, P.O. Box 31119, KY1-1205, Cayman Islands.

On 9 July 2014, the Company consummated its initial public offering (the 'IPO') on the Main Board of The Stock Exchange of Hong Kong Limited.

The Company is an investment holding company. The Company and its subsidiaries (collectively the 'Group') are principally engaged in the operating of live social video platforms, mobile and online games, advertising and other services in the People's Republic of China (the 'PRC').

Pursuant to applicable PRC laws and regulations, foreign investors are prohibited from holding equity interest in an entity conducting value-added telecommunications services. In order to make investments into the business of the Group, the Company established the subsidiaries, Tiange Technology (Hangzhou) Co., Ltd. ('Hangzhou Tiange') and Zhejiang Tiange Information Technology Co., Ltd. ('Zhejiang Tiange'), which are wholly foreign owned enterprises incorporated in the PRC in November 2008 and September 2009 respectively.

The wholly-owned subsidiaries, Hangzhou Tiange and Zhejiang Tiange, entered into the Contractual Arrangements with Hangzhou Han Tang Cultural Communication Co., Ltd. ('Hantang'), Jinhua9158 Network Science and Technology Co., Ltd. ('Jinhua9158'), Jinhua99 Information Technology Co., Ltd. ('Jinhua99'), Jinhua Xingxiu Cultural Communication Co., Ltd. ('Xingxiu') and their respective equity holders, which enables Hangzhou Tiange, Zhejiang Tiange and the Group to:

– exercise effective financial and operational control over the Hantang, Jinhua9158, Jinhua99 and Xingxiu;

– irrevocably exercise equity holders' voting rights of Hantang, Jinhua9158, Jinhua99 and Xingxiu;

– receive substantially all of the economic returns generated by Hantang, Jinhua9158, Jinhua99 and Xingxiu by way of business support, technical and consulting services provided by Hangzhou Tiange and Zhejiang Tiange;

– obtain an irrevocable and exclusive right to purchase the entire equity interest in Hantang, Jinhua9158, Jinhua99 and Xingxiu from the respective shareholders;

– obtain a pledge over the entire equity interest of Hantang, Jinghua9158, Jinhua99 and Xingxiu from their respective equity holders as collateral for all accounts payable by Hantang, Jinghua9158, Jinghua99 and Xingxiu to Hangzhou Tiange and Zhejiang Tiange and to secure performance of Hantang, Jinghua9158, Jinghua99 and Xingxiu's obligations under the Contractual Arrangements.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

1 GENERAL INFORMATION – *continued*

The Group does not have any equity interest in Hantang, Jinghua9158, Jinghua99 and Xingxiu. As a result of the Contractual Arrangements, the Group has rights to variable returns from its involvement in Hantang, Jinghua9158, Jinghua99 and Xingxiu and has the ability to affect those returns through its power over Hantang, Jinghua9158, Jinghua99 and Xingxiu, and is considered to control Hantang, Jinghua9158, Jinghua99 and Xingxiu. Consequently, the Company regards Hantang, Jinghua9158, Jinghua99 and Xingxiu as the structured entities under IFRSs (see also Note 4.2(b) and Note 5(a)).

Similar Contractual Arrangements were also executed for other PRC operating companies established by the Group. All these PRC operating companies are treated as structured entities of the Company and their financial statements have also been consolidated by the Company.

The Group has included the financial position and results of the PRC operating companies in the consolidated financial statements for all the years presented.

These consolidated financial statements are presented in Renminbi ('RMB'), unless otherwise stated.

These consolidated financial statements of the Group have been approved for issue by the Board of Directors (the 'Board') on 26 March 2020.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

(a) Compliance with IFRS

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards ("IFRSs").

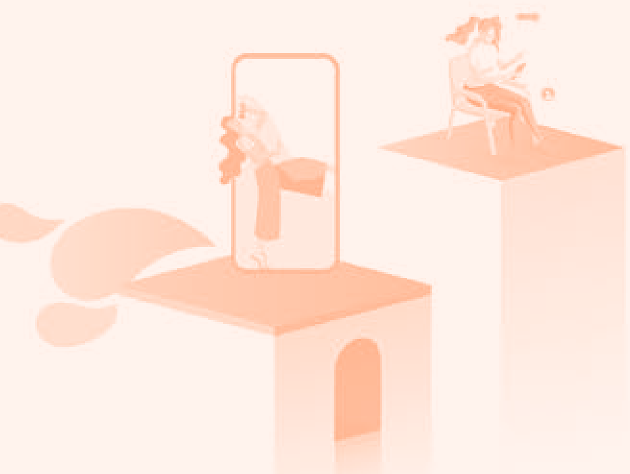
(b) Historical cost convention

The consolidated financial statements have been prepared under the historical cost convention, except for the following:

– Certain financial assets and liabilities (including derivative instruments) – measured at fair value

– Investment properties – measured at fair value

The preparation of financial statements in conformity with IFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 4.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.1 Basis of preparation – *continued*

(c) New amendments and interpretation adopted by the Group in 2019

The Group has applied the following standards and amendments for the first time for their annual reporting period commencing 1 January 2019:

– IFRS 16 Leases

– Prepayment Features with Negative Compensation – Amendments to IFRS 9

– Long-term Interests in Associates and Joint Ventures – Amendments to IAS 28

– Annual Improvements to IFRS Standards 2015 – 2017 Cycle

– Plan Amendment, Curtailment or Settlement – Amendments to IAS 19

– Interpretation 23 Uncertainty over Income Tax Treatments.

The Group had to change its accounting policies as a result of adopting IFRS 16. The Group elected to adopt the new rule but recognised the cumulative effect of initially applying the new standard on 1 January 2019. The impact of the adoption of IFRS 16 Leases on the Group's financial statements is explained in note 2.2(a). The other amendments listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

(d) New standards and interpretations not yet adopted

Certain new accounting standards and interpretations have been published that are not mandatory for 31 December 2019 reporting periods and have not been early adopted by the Group. These standards are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.2 Changes in accounting policies

(a) Impact of the adoption of IFRS 16

The Group has adopted IFRS 16 retrospectively from 1 January 2019, but has not restated comparatives for the 2018 reporting period, as permitted under the specific transitional provisions in the standard. The reclassifications and the adjustments arising from the new leasing rules are therefore recognised in the opening balance sheet on 1 January 2019.

On adoption of IFRS 16, the Group recognised lease liabilities in relation to leases which had previously been classified as ‘operating leases’ under the principles of IAS 17 Leases. These liabilities were measured at the present value of the remaining lease payments, discounted using the lessee’s incremental borrowing rate as of 1 January 2019. The weighted average lessee’s incremental borrowing rate applied to the lease liabilities on 1 January 2019 was 4.75%.

(i) Practical expedients applied

In applying IFRS 16 for the first time, the Group has used the following practical expedients permitted by the standard:

– the use of a single discount rate to a portfolio of leases with reasonably similar characteristics.

– relying on previous assessments on whether leases are onerous as an alternative to performing an impairment review – there were no onerous contracts as at 1 January 2019.

– the accounting for operating leases with a remaining lease term of less than 12 months as at 1 January 2019 as short-term leases.

– the exclusion of initial direct costs for the measurement of the right-of-use asset at the date of initial application.

– using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.2 Changes in accounting policies – *continued*

(a) Impact of the adoption of IFRS 16 – continued

(ii) Measurement of lease liabilities

	2019 RMB'000
Operating lease commitments disclosed as at 31 December 2018	1,143
Discounted using the lessee's incremental borrowing rate of at the date of initial application	1,057
Less: short-term leases recognised on a straight-line basis as expense	(131)
Lease liabilities recognised as at 1 January 2019	926
Of which are:	
Current lease liabilities	638
Non-current lease liabilities	288
	926

(iii) Measurement of right-of-use assets

The associated right-of-use assets were measured at the amount equal to the lease liabilities, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet as at 31 December 2018.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.2 Changes in accounting policies – *continued*

(a) Impact of the adoption of IFRS 16 – continued

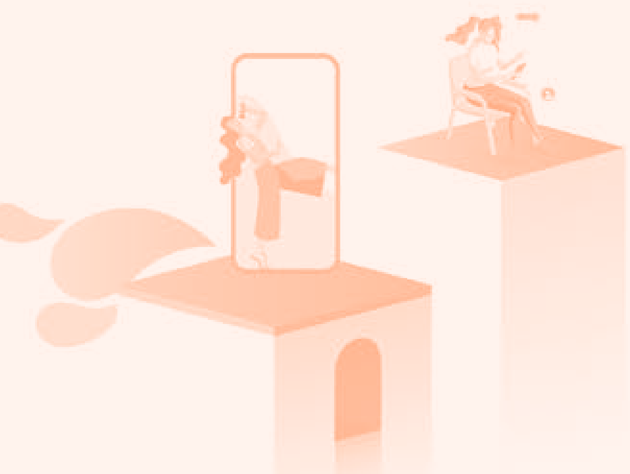
(iv) Adjustments recognised in the balance sheet on 1 January 2019

The change in accounting policy affected the following items in the balance sheet on 1 January 2019:

- Prepayments and other receivables (current) – decreased by RMB2,676 thousand
- Prepayments and other receivables (non-current) – decreased by RMB1,303 thousand
- Right-of-use assets – increased by RMB4,905 thousand
- Lease liabilities (current) – increased by RMB638 thousand
- Lease liabilities (non-current) – increased by RMB288 thousand

(v) Lessor accounting

The Group did not need to make any adjustments to the accounting for assets held as lessor under operating leases as a result of the adoption of IFRS 16.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.3 Subsidiaries

2.3.1 Consolidation

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(a) Business combinations

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognises any non-controlling interest ("NCI") in the acquiree on an acquisition-by-acquisition basis. NCI in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of NCI are measured at their acquisition date fair value, unless another measurement basis is required by IFRSs.

Acquisition-related costs are expensed as incurred.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.3 Subsidiaries – *continued*

2.3.1 Consolidation – continued

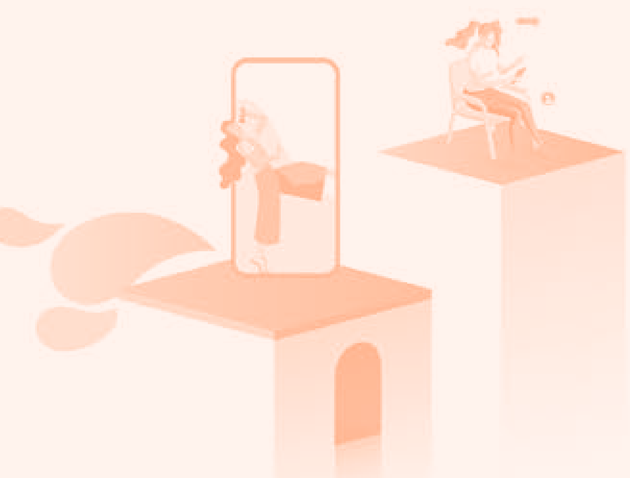
***(a) Business combinations** – continued*

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

The excess of the consideration transferred, the amount of any NCI in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, NCI recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated statement of comprehensive income.

Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform with the Group's accounting policies.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.3 Subsidiaries – *continued*

2.3.1 Consolidation – continued

(b) Changes in ownership interests in subsidiaries without change of control

Transactions with NCI that do not result in a loss of control are accounted for as equity transactions – that is, as transactions with the owners of the subsidiary in their capacity as owners. The difference between fair value of any consideration paid and the relevant share acquired of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to NCI are also recorded in equity.

(c) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable IFRSs.

2.3.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.4 Associates

Associates are all entities over which the Group has significant influence but not control, generally accompanying a shareholding of between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting. Under the equity method, the investment is initially recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition. The Group's investments in associates include goodwill identified on acquisition. Upon the acquisition of the ownership interest in an associate, any difference between the cost of the associate and the Group's share of the net fair value of the associate's identifiable assets and liabilities is accounted for as goodwill.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income is reclassified to profit or loss where appropriate.

The Group's share of post-acquisition profit or loss is recognised in the consolidated statement of comprehensive income, and its share of post-acquisition movements in other comprehensive income is recognised in other comprehensive income with a corresponding adjustment to the carrying amount of the investment. When the Group's share of losses in an associate equals or exceeds its interest in the associate, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

The Group determines at each reporting date whether there is any objective evidence that the investment in the associate is impaired. If this is the case, the Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognises the amount adjacent to share of loss of investments accounted for using the equity method in the consolidated statement of comprehensive income.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investor's interests in the associates. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates have been changed where necessary to ensure consistency with the policies adopted by the Group.

Gain or losses on dilution of equity interest in associates are recognised in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.5 Joint ventures

The Group has applied IFRS 11 to all joint arrangements. Under IFRS 11, investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investments in joint ventures include goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

Unrealised gains on transactions between the Group and its joint ventures are eliminated to the extent of the Group's interest in the joint ventures. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the joint ventures have been changed where necessary to ensure consistency with the policies adopted by the Group.

2.6 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker (the 'CODM'), who is responsible for allocating resources and assessing performance of the operating segments, and has been identified as the executive directors that make strategic decisions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.7 Foreign currency translation

(a) *Functional and presentation currency*

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The functional currency of the Group's PRC subsidiaries is Renminbi ("RMB"). The functional currency of the Company and its certain overseas subsidiaries is United States Dollars ("US$") while the functional currency of the other overseas subsidiaries is Hong Kong Dollars ("HK$"). As the major operations of the Group are within the PRC, the Group presents its consolidated financial statements in Renminbi ("RMB"), unless otherwise stated.

(b) *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of comprehensive income, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the consolidated statement of comprehensive income within 'finance income' or 'finance costs'. All other foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within 'other gains, net'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.7 Foreign currency translation – *continued*

(c) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyper-inflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

– assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

– income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and

– all resulting exchange differences are recognised in other comprehensive income.

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arising are recognised in other comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.8 Property and equipment

Property and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of comprehensive income during the financial period in which they are incurred.

Depreciation on property and equipment is calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives, as follows:

– Building	30 – 58 years
– Decorations	2 – 5 years
– Furniture	5 years
– Office equipment	3 years
– Server and other equipment	3 – 4 years
– Motor vehicles	4 years
– Leasehold improvement	Shorter of remaining term of the lease and the estimated useful lives of the assets

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Construction-in-progress (the 'CIP') represents office buildings under construction and is stated at cost less accumulated impairment losses, if any. Cost includes the costs of construction and acquisition. No provision for depreciation is made on CIP until such time as the relevant assets are completed and ready for intended use. When the assets concerned are available for use, the costs are transferred to property and equipment and depreciated in accordance with the policy as stated above.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.11).

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in 'other gains, net' in the consolidated statement of comprehensive income.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.9 Investment properties

Investment properties, principally comprising leasehold land and buildings, are held for long-term rental yields or for capital appreciation or both, and are not occupied by the Group. Properties that are being constructed or developed for future use as investment properties are also included.

Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. However, if an owner-occupied property becomes an investment property carried at fair value, the Group treats the difference at the date between the carrying amount of the property and its fair value as below: If the asset's carrying amount is increased as a result of a revaluation, the increase will be recognised in other comprehensive income and accumulated in equity as revaluation surplus. If the asset's carrying amount is decreased as a result of a revaluation, the decrease will be recognised in profit or loss.

After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the consolidated statement of comprehensive income as part of a valuation gain or loss in 'other gains, net'.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

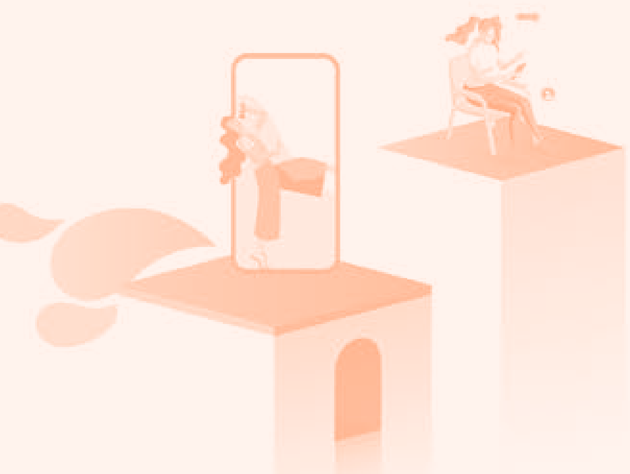
2.10 Intangible assets

(a) *Goodwill*

Goodwill arises from the acquisition of subsidiaries and business represents the excess of the consideration transferred, the amount of any NCI in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ('CGUs'), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes, which is below operating segment level.

Goodwill is tested for impairment annually, or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGUs or group of CGUs containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed. Gains and losses on the disposal of CGUs or group of CGUs include the carrying amount of goodwill relating to the CGUs or group of CGUs disposed of.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.10 Intangible assets – *continued*

(b) Computer software, domain name and technology, platform license and game license, and customer resource

Separately acquired computer software, domain name and technology, platform license and game license are shown at historical cost. Computer software, domain name and technology, platform license and game license, customer resource acquired in a business combination are recognised at fair value at the acquisition date. These intangible assets have a finite useful life and are carried at cost less accumulated amortisation. Amortisation is calculated using the straight-line method to allocate the cost of these intangible assets over their estimated useful lives, and recorded as amortisation within operating expenses and cost of sales in the consolidated statement of comprehensive income.

The Group amortises intangible assets with a limited useful life using the straight-line method over the following periods:

– Computer software	3 – 20 years
– Domain name and technology	10 years
– Platform license and game license	6 – 20 years
– Customer resource	3 years

(c) Research and development expenditures

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved products) are capitalised as intangible assets when recognition criteria are fulfilled. These criteria includes: (1) it is technically feasible to complete the software product and technology so that it will be available for use; (2) management intends to complete the software product and technology and use or sell it; (3) there is an ability to use or sell the software product and technology; (4) it can be demonstrated how the software product and technology will generate probable future economic benefits; (5) adequate technical, financial and other resources to complete the development and to use or sell the software product and technology are available; and (6) the expenditure attributable to the software product and technology during its development can be reliably measured. Other development expenditures that do not meet those criteria are recognised as expenses as incurred. There were no development costs meeting these criteria and capitalised as intangible assets for all the years presented.

Development costs previously recognised as expenses are not recognised as assets in subsequent periods. Capitalised development costs are amortised from the point at which the assets are ready for use on a straight-line basis over their useful lives.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.11 Impairment of non-financial assets

Goodwill (see Note 2.10(a) and Note 18) and assets that have an indefinite useful life or not ready to use, are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered impairments are reviewed for possible reversal of the impairment at each reporting date.

2.12 Investment and other financial assets

2.12.1 Classification

The Group classifies its financial assets in the following measurement categories:

– those to be measured subsequently at fair value (either through other comprehensive income ("OCI"), or through profit or loss), and

– those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

2.12.2 Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.12 Investment and other financial assets – *continued*

2.12.3 Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss ("FVPL") are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

(a) Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

– Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses), together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

– FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

– FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.12 Investment and other financial assets – *continued*

2.12.3 Measurement – continued

(b) Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

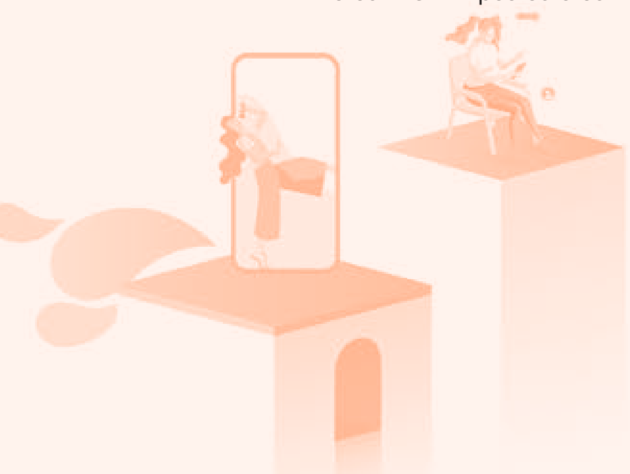
Changes in the fair value of financial assets at FVPL are recognised in other gains/(losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

2.12.4 Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by IFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

For other receivables, management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables based on historical settlement patterns and past experience. Management used four categories for other receivables to reflect their credit risk. Expected credit loss model was applied to determine the loss provision (Note 3.1(b)).



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.13 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.14 Trade and other receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection of trade receivables and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See Note 2.12 for further information about the Group's accounting for trade receivables and Note 3.1(b) for a description of the Group's impairment policies.

2.15 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash in hand, deposits held at call with banks and other financial institutions and other short-term highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

2.16 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Where any group company purchases the Company's equity instruments, for example as the result of a share repurchase, the considerations paid, including any directly attributable incremental costs (net of income taxes) is deducted from equity attributable to the Company's shareholders as treasury stock until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received (net of any directly attributable incremental transaction costs) is included in equity attributable to the Company's shareholders.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.17 Shares held for restricted share units ('RSU') scheme

The consideration paid by the RSU Trustee (see Note 28(f)) for purchasing the Company's shares from the market, including any directly attributable incremental cost, is presented as 'Shares held for RSU Scheme' and deducted from total equity as the directors are of the view that such shares are within the Company's control until the shares are vested unconditionally to the participants and hence are considered as treasury shares in substance.

When the RSU Trustee transfers the Company's shares to the grantees upon vesting, the related costs of the granted shares vested are credited to 'Shares held for RSU Scheme', with a corresponding adjustment to 'Share premium'.

2.18 Trade and other payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities unless the payment is not due within 12 months after the reporting period. Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.19 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. The income tax expense is recognised in the profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the income tax is also recognised in other comprehensive income or directly in equity, respectively.

(a) Current income tax

The current income tax charge is calculated on the basis of the tax laws, enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.19 Current and deferred income tax – *continued*

(b) *Deferred income tax*

Inside Basis Differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred income tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside Basis Differences

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, associates and joint arrangements, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future. Generally the Group is unable to control the reversal of the temporary difference for associates. Only where there is an agreement in place that gives the Group the ability to control the reversal of the temporary difference in the foreseeable future, deferred tax liability in relation to taxable temporary differences arising from the associate's undistributed profits is not recognised.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) *Offsetting*

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.20 Employee benefits

The Group contributes on a monthly basis to various defined contribution retirement benefit plans organised by the relevant governmental authorities. The Group's liability in respect of these plans is limited to the contributions payable in each period. Contributions to these plans are expensed as incurred. Assets of the plans are held and managed by government authorities and are separate from those of the Group.

2.21 Share-based payments

(a) Equity-settled share-based payments transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees and consultants as consideration for equity instruments (share options and restricted share units) of the Group. The fair value of the employee services received in exchange for the grant of the share options and restricted share units is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the share options and restricted share units granted:

– including any market performance conditions;

– excluding the impact of any service and non-market performance vesting conditions; and

– including the impact of any non-vesting conditions.

At the end of each reporting period, the Group revises its estimates of the number of options and restricted share units that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity.

Service conditions are included in assumptions about the number of share options and restricted share units that are expected to vest. The total expense is recognised over the vesting period over which all of the specified vesting conditions are to be satisfied.

In addition, in some circumstances employees or consultants may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.21 Share-based payments – *continued*

(a) Equity-settled share-based payments transactions – continued

Where there is modification of terms and conditions which increase the fair value of the equity instruments granted, the Group includes the incremental fair value granted in the measurement of the amount recognised for the services received over the remainder of the vesting period. The incremental fair value is the difference between the fair value of the modified equity instrument and that of the original equity instrument, both estimated as at the date of the modification. An expense based on the incremental fair value is recognised over the period from the modification date to the date when the modified equity instruments vest in addition to any amount in respect of the original instrument, which should continue to be recognised over the remainder of the original vesting period.

At the end of each reporting period, the Group revises its estimates of the number of share options and restricted share units that are expected to vest based on the non-market performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated statement of comprehensive income, with a corresponding adjustment to equity.

When the share options are exercised and the restricted share unites are granted, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital and share premium.

(b) Share-based payments transactions among group entities

The grant by the Company of share options and restricted share units over its equity instruments to the employees or other service providers of the subsidiaries and the PRC Operating Entities is treated as a capital contribution. The fair value of consulting and employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investments in subsidiaries undertakings, with a corresponding credit to equity in the separate financial statements of the Company.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.22 Provisions and contingent liabilities

Provisions for environmental restoration, restructuring costs and legal claims are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Restructuring provisions comprise lease termination penalties and employee termination payments. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the Group's financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

Notes to the Consolidated Financial Statements

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.23 Put option arrangements

Redemption liabilities arise from put option granted by the Group to the NCI, where the counterparties have the right to request the Group to purchase the equity instrument held by the counterparty for cash or other financial assets when certain contingent events occur. As the Group does not have the unconditional right to avoid delivering cash or another financial assets under the put options while significant risks and rewards of ownership of the shares remain with the NCI, the Group recognised redemption liabilities at the present value of the estimated future cash outflows of the redemption obligation with a corresponding adjustment to other reserves. Subsequently, if the Group revises its estimates of payments, the Group will adjust the carrying amount of the redemption liabilities, and the adjustments will be recognised against the "other reserves" in equity. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to "other reserves". If options are exercised, redemption liabilities are offset by the cash payment. The redemption liabilities are classified as current liabilities unless the put options can only be exercised 12 months after the end of the reporting period.

2.24 Revenue recognition

Revenues are recognised when or as the control of the services is transferred to a customer. Depending on the terms of the contract and the laws that apply to the contract, control of the services may be transferred over time or at a point in time.

When either party to a contract has performed, the Group presents the contract in the statement of financial position as a contract liability, depending on the relationship between the entity's performance and the customer's payment.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers a good or service to the customer, the Group presents the contract liability when the payment is made or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. The Group's contract liabilities were mainly resulted from live social video platforms (2018: from live social video platforms and game operation), which is recorded as customer advance and deferred revenue.

In accordance with the principal versus agent considerations prescribed by IFRS 15, the Group determines whether it acts as the principal or agent in each of its revenue streams. The principal is the entity that has promised to provide services to its customers. An agent arranges for services to be provided by the principal to its end customer. An agent normally receives a commission or fee for these activities.

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For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.24 Revenue recognition – *continued*

The Group recognises revenue when the specific criteria has been met for each of the Group's activities, as described below:

(a) Live social video platforms

The Group operates four major live social video communities (the 'Community'), namely Sina Show, 9158, Miao Broadcasting, Crazy Broadcasting and several other Communities. Each of these Communities contains thousands of real time video rooms (the 'Room') with user-created content provided by hosts and users on air, and broadcasted to the rooms' viewers. The Group is responsible for providing a technological infrastructure to allow the hosts, users on air and viewers to interact through video streams. All the Communities and Rooms are free to access.

The Group's PRC Operating Entities entered into the annual distribution agreements with independent third-party distributors. Pursuant to the distributor agreements, each distributor has the right to purchase virtual currency on a set discounted basis and is exclusively responsible for sales of virtual currency for one or several of the Group's Video Platforms through developing and engaging sale agents who directly sell the virtual currency to users. In addition, each distributor is responsible for recruiting hosts and identifying genres and room contents that could be commercially profitable. The Group is responsible for providing a technological infrastructure to allow the hosts, users on air and viewers to interact through video streams and providing the services which enable the virtual currency to be used on the Video Platforms. The Group does not determine the price of the virtual currency sold to sales agents or users. In addition, the Group does not take overall responsibility of the content of performances in the Group's Video Platforms. The Group concluded that the distributor is the principal to fulfill the obligations related to the sales of virtual currency and delivery of the contents to users and has latitude in establishing price to users. The Group performs its role to provide a platform for the distributors to organise the hosts to deliver the contents to users. Accordingly, related revenues are presented the net amount retained of proceeds received from the Group's distributors.

The Group also utilises third-party payment collection channels, which charge it the payment handling cost, for users to purchase the virtual currencies directly from it. The payment handling costs are recorded as cost of sales.

The virtual currencies are recorded as customer advance when they are sold to the distributors that are non-refundable. The virtual currencies are transferred to deferred revenue when they are subsequently activated and charged to the respective communities accounts by the users.

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For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.24 Revenue recognition – *continued*

(a) Live social video platforms – continued

Users use virtual currency to purchase virtual goods in the Communities. Virtual goods include:

(i) Virtual gifts, which are given by users to hosts, performers or other users as a gesture of support. When a host, user on air, or viewer receives a virtual gift, he/she will receive an amount of virtual currency equal to a percentage of the cost of the virtual gift. This percentage varies depending on the cost and rarity of the items received from the users. The reduced portion of the cost is considered as the actual consumption of the virtual currency and is immediately recognised as revenue.

(ii) Virtual items, which are used by users to grant themselves special privileges and abilities. Consumable virtual items will be extinguished shortly after consumption. As such, the users will not continue to benefit from the virtual items and the Group does not have further obligations to the users after the virtual items are consumed. Therefore, revenue is recognised immediately when the consumable virtual items are consumed. The Group also provides durable virtual items that entitle the special privileges and abilities to paying users over an extended period of time. Revenue is recognised ratably over the beneficial period. The Group's revenue from durable virtual goods is insignificant for all the years presented.

The Group also offers membership programs to its users. Users pay the membership fee based on the period they have the privilege on the Group's Video Platforms. The revenue generated from membership programs is recognised ratably over the membership period.

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For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.24 Revenue recognition – *continued*

(b) Game operation

The Group primarily derives its mobile games revenue from the sales of in-game virtual items in its games through cooperation with third-party game developers and online application stores. Through exclusive operation framework contracts with game developers who own the copyright of the game, the Group is responsible for marketing, distribution and operation of the game, as well as server maintenance, payer authentication and payment collections related to the game.

Upon the sales of in-game virtual items, the Group typically has an implied obligation to provide the services which enable the in-game virtual items to be displayed or used in the games. As a result, the proceeds received from sales of in-game virtual items are initially recorded as deferred revenue and are recognised as revenue subsequently only when the services have been rendered. For the purpose of determining when services have been rendered to the respective paying players, the Group has determined the following:

(i) Consumable virtual items represent items that will be extinguished immediately after consumption by a specific game player action. The paying player will not continue to benefit from the virtual items thereafter. Revenue is recognised as a release from deferred revenue when the items are consumed.

(ii) Durable virtual items represent items that are accessible and beneficial to paying players over an extended period of time. Revenue is recognised ratably over the average playing period of paying player (the 'Player Relationship Period'), which represents the best estimate of the average life of durable virtual items for the applicable game.

The Group estimates the Player Relationship Period on a game-by-game basis and re-assesses such periods quarterly. If there is insufficient data to determine the Player Relationship Period, such as in the case of a newly launched game, it estimates the Player Relationship Period based on other similar types of games developed by the Group or by third-party developers until the new game establishes its own patterns and history. The Group considers the games profile, target audience, and its appeal to players of different demographics groups in estimating the Player Relationship Period.

If the Group does not have the ability to differentiate revenue attributable to durable virtual items from consumable virtual items for a specific game, the Group recognises revenue from both durable and consumable virtual items for that game ratably over the Player Relationship Period.

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For the year ended 31 December 2019
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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.24 Revenue recognition – *continued*

(b) Game operation – continued

The Group has evaluated the roles and responsibilities of the Group and platforms or third party payment vendors in the delivery of game experience to the paying players and concluded the Group acting as a principal in rendering services. Accordingly, the Group records revenue on a gross basis, and commission charges by game developers, platforms or third party payment vendors are recorded as cost of revenue.

(c) Advertising

The Group primarily derives its advertising revenue by delivering advertisements on its Video Platforms and Camera Application. The Group identifies the advertisers as the customer for online advertising services.

Some of the customers pay the Group for performance-based marketing, which means that a marketer pays the Group only when certain performance obligations are fulfilled. For these customers, the Group recognises revenue from the delivery of (i) per-click when the user clicks on the content, (ii) per-impression when the advertising contents are displayed to users, or (iii) per-download when the marketers' applications are downloaded.

The Group also offers display-based advertising services in the form of banners, and textual or graphical advertiser's link. Advertisers pay the Group based on the period their advertisements are displayed on the Group's Video Platforms and mobile applications. Revenue of such advertising service is recognised on a pro-rata basis over the contractual service period, starting on the date when the advertisements is first displayed on the Group's Video Platforms and mobile application.

(d) Software research and development

The Group provides research and development service to enterprises engaged in online entertainment platform and mobile games. Revenue is recognised when the services are rendered over the period or when the control of services are transferred to the customers.

(e) Rental income

Rental income is generated from the provision of rental service of investment properties for an agreed period. The Group recognises the income on a straight-line basis over the lease term.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.25 Dividend income

Dividends are received from financial assets at FVPL. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the investment may need to be tested for impairment as a consequence.

2.26 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) of these assets under other gains/(losses).

Interest income on financial assets at amortised cost and term deposit with initial term over 3 months, calculated using the effective interest method, is recognised in the statement of profit or loss as part of other gains/(losses).

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes, such as bank deposits with term within 3 months, see Note 10.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

2.27 Leases

Lessee accounting

As explained in Note 2.2 above, the Group has changed its accounting policy for leases where the Group is the lessee. The new policy is described below and the impact of the change is in Note 2.2.

Until 31 December 2018, leases of property, plant and equipment where the Group, as lessee, had substantially all the risks and rewards of ownership were classified as finance leases. Finance leases were capitalised at the lease's inception at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, were included in other short-term and long-term payables. Each lease payment was allocated between the liability and finance cost. The finance cost was charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. The property, plant and equipment acquired under finance leases was depreciated over the asset's useful life or over the shorter of the asset's useful life and the lease term if there is no reasonable certainty that the group will obtain ownership at the end of the lease term.

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.27 Leases – *continued*

Lessee accounting – *continued*

Leases in which a significant portion of the risks and rewards of ownership were not transferred to the Group as lessee were classified as operating leases (Note 35). Payments made under operating leases (net of any incentives received from the lessor) were charged to profit or loss on a straight-line basis over the period of the lease.

From 1 January 2019, leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of fixed payments (including in-substance fixed payments), less any lease incentives receivable.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Group uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing, and makes adjustments specific to the lease, eg term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

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For the year ended 31 December 2019

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2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – *continued*

2.27 Leases – *continued*

Lessee accounting – *continued*

Right-of-use assets, including leasehold properties, are measured at cost comprising the following: i) the amount of the initial measurement of lease liability; ii) any lease payments made at or before the commencement date less any lease incentives received; iii) any initial direct costs, and iv) restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets mainly comprise IT equipment.

Lessor accounting

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. The Group did not make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

2.28 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

2.29 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions. Note 8(a) provides further information on how the Group accounts for government grants.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to property and equipment are included in non-current liabilities as deferred government grants and are credited to the profit or loss on a straight-line basis over the expected lives of the related assets.

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3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities exposed it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. Risk management is carried out by the senior management of the Group approved by the Board of Directors.

(a) Market risk

(i) Foreign exchange risk

Most of the Company's subsidiaries' functional currencies are RMB as the majority of the revenues of these companies are derived from operations in mainland China. The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to foreign currency denominated financial assets and net investments in foreign-operations as at 31 December 2019. Foreign exchange risk arises when future commercial transactions or recognised assets and liabilities are denominated in a currency that is not the respective functional currency of the Group's entities. The Group does not hedge against any fluctuation in foreign currency. Details of the Group's trade receivables, prepayments and other receivables, financial assets at FVPL, term deposits with initial term over 3 months, and cash and cash equivalents as at 31 December 2019, which are denominated in currencies other than RMB, are disclosed in Notes 21, 22, 23, 24 and 25 respectively.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Details of the Group's investments accounted for using the equity method, which are denominated in currencies other than RMB, are disclosed in Note 14.

For group companies outside the PRC whose functional currencies are US$ and HK$, and for the PRC subsidiaries whose functional currencies are RMB, the foreign exchange risk from the operation is insignificant.

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3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(a) Market risk – continued

(ii) Cash flow and fair value interest rate risk

The Group's interest rate risk mainly arises from interest-bearing assets including loans receivables (included in other receivables), term deposits with initial term over 3 months and cash and cash equivalents held by the Group, details of which have been disclosed in Note 22, 24 and 25. Those carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk.

The sensitivity analysis is determined based on the exposure to interest risk of the above interest-bearing assets at the end of each reporting period. If the interest rate of the respective instruments held by the Group had been 25 base points higher/lower, the profit before income tax would have been RMB1,278 thousand higher/lower for the year ended 31 December 2019 (2018: RMB975 thousand).

(iii) Price risk

The Group's exposure to price risk arises from investments held by the Group and classified as financial assets at FVPL (Note 23). The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its portfolio. The investments made by the Group are either for the purpose of improving investment yield and maintaining high liquidity level simultaneously or for strategic purpose. Each investment is managed by senior management on a case by case basis. The sensitivity analysis is performed by management, see Note 3.3 for details.

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For the year ended 31 December 2019

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3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk

The Group is exposed to credit risk arising from its cash and cash equivalents, term deposits with initial term over 3 months, trade receivables, other receivables, and wealth management products, structured notes and other financial instruments recorded as financial assets at FVPL. The carrying amounts of each class of the above financial assets represent the Group's maximum exposure to credit risk in relation to financial assets.

To manage risk arising from cash and cash equivalents, term deposits with initial term over 3 months and wealth management products, the Group only transacts with state-owned or reputable financial institutions in mainland China and reputable international financial institutions outside of mainland China. There has been no recent history of default in relation to these financial institutions, and the identified credit losses are immaterial.

To manage risk arising from trade receivables, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and management performs ongoing credit evaluations of its counterparties. The credit period granted to the customers is usually no more than 180 days and credit quality of these customers is assessed, which takes into account their financial position, past experience and other factors. Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments for a period of greater than 90 days past due. Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item. In view of sound collection history of receivables due from customers, management believes that credit risk inherent in the Group's outstanding trade receivables due from them is not significant.

For other receivables (excluding prepaid expenses), management makes periodic collective assessments as well as individual assessment on the recoverability of other receivables based on historical settlement records and past experience. The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as of the reporting date with the risk of default as of the date of initial recognition. Supportive indicators are taken into consideration, such as adverse changes in the operating results or behavior of the counter party, and significant increases in credit risk on other financial instruments of the same counter party.

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3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk – continued

The Group uses four categories for other receivables which reflect their credit risk and how the loss provision is determined for each of those categories. A summary of the assumptions underpinning the company's expected credit loss model ("ECL") is as follows:

Category	Definition of category	Basis for recognition of expected credit loss provision
Low risk	The counterparty has a low risk of default and does not have any past-due amounts or repayment is usually settled after due date.	12-month ECL. Where the expected lifetime of an asset is less than 12 months, expected credit losses are measured at its expected lifetime. (Stage 1)
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources, when the counterparty is past due more than 1 day on its contractual payments.	Lifetime ECL – not credit-impaired (Stage 2)
Loss	There is evidence indicating the asset is credit-impaired, when the counterparty is more than 90 days past due on its contractual payments.	Lifetime ECL – credit-impaired (Stage 3)
Write-off	There is evidence indicating that the counterparty is in severe financial difficulty and the Group has no reasonable expectation of recovery.	Asset is written off

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3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk – continued

The key judgements and assumptions adopted by the Group in addressing the requirements of the standard are disclosed below:

The Group considers other receivables to have experienced a significant increase in credit risk when backstop criteria has been met. A backstop is applied and the loan receivables considered to have experienced a significant increase in credit risk if the borrower is past due more than 1 day on its contractual payments.

The Group defines a financial instrument as in default, when the counterparty is more than 90 days past due on its contractual payments.

The company considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the company compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

– internal credit rating

– external credit rating (as far as available)

– actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations

– actual or expected significant changes in the operating results of the borrower

– significant increases in credit risk on other financial instruments of the same borrower

– significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements

– significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the group and changes in the operating results of the borrower

For ECL provisions modeled on a collective basis, a grouping of exposures is performed on the basis of shared risk characteristics, such that risk exposures within a group are homogeneous.

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3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk – continued

The following table explains the changes in the loss allowances for other receivables between the beginning and the end of the year due to these factors:

	Stage 1 RMB'000	Stage 2 RMB'000	Stage 3 RMB'000	Total RMB'000
Loss allowance as of 1 January 2018	–	–	12,017	12,017
Transfers:				
Transfer from Stage 1 to Stage 2	(3,211)	3,211	–	–
New financial assets originated or purchased	6,960	–	–	6,960
Change in risk parameters	–	–	95,389	95,389
Currency translation differences	–	–	92	92
Loss allowance as of 31 December 2018	3,749	3,211	107,498	114,458

	Stage 1 RMB'000	**Stage 2 RMB'000**	**Stage 3 RMB'000**	**Total RMB'000**
Loss allowance as of 1 January 2019	**3,749**	**3,211**	**107,498**	**114,458**
Transfers:				
Transfer from Stage 1 to Stage 2	**(137)**	**137**	**–**	**–**
Transfer from Stage 1 to Stage 3	**(3,967)**	**(3,211)**	**19,255**	**12,077**
New financial assets originated or purchased	**395**	**–**	**–**	**395**
Write-offs	**–**	**–**	**(63,298)**	**(63,298)**
Reversal of allowance	**–**	**–**	**(39,496)**	**(39,496)**
Currency translation differences	**–**	**–**	**218**	**218**
Loss allowance as of 31 December 2019	**40**	**137**	**24,177**	**24,354**

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk – continued

The gross carrying amount of loan receivables, and thus the maximum exposure to loss, is as follows:

	31 December 2019 RMB'000	31 December 2018 RMB'000
Stage 1	2,272	8,576
Stage 2	435	3,211
Stage 3	24,214	108,165
Total gross other receivables	26,921	119,952
Less: Receivables loss allowance	(24,354)	(114,458)
Carrying amount as of 31 December	2,567	5,494

The Group writes off other receivables, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include ceasing enforcement activity. The Group may write-off the receivables that are still subject to enforcement activity.

The Group rarely modifies the terms of loans provided to customers due to commercial renegotiations, or for distressed loans, with a view to maximizing recovery. The Group considers the impact from such modification is not significant.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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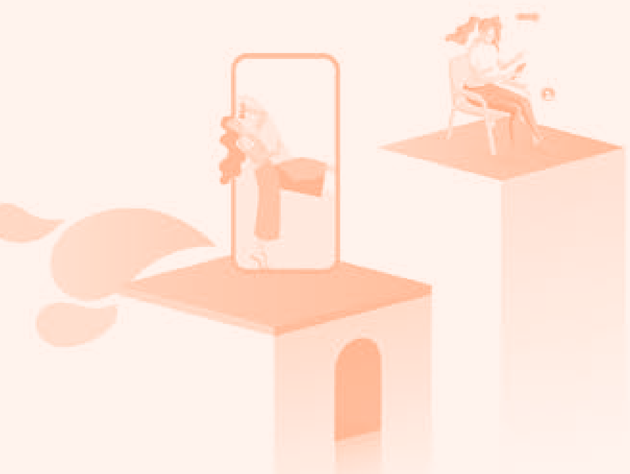
3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(b) Credit risk – continued

During the years ended 31 December 2019 and 2018, the following gains/(losses) were recognised in profit or loss in relation to impaired financial assets:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Reversal of impairment losses/(Impairment losses)		
– movement in loss allowance for trade receivables (Note 21)	**(132)**	500
Impairment losses on other receivables (Note 22)	**(12,472)**	(102,349)
Reversal of previous impairment losses (Note 22)	**39,496**	–
Reversal of impairment losses/(Net impairment losses) on financial assets	**26,892**	(101,849)



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

3.1 Financial risk factors – *continued*

(c) Liquidity risk

The Group aims to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying businesses, the Group's finance department maintains flexibility in funding by maintaining adequate cash and cash equivalents.

The table below analyses the Group and the Company's non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. The redemption liabilities (Note 5), which is payable contingent on events not controlled by Group, are included in the "less than 3 month" time band in below maturity analysis.

Contractual maturities of financial liabilities Non-derivative	Less than 3 Months RMB'000	3-6 Months RMB'000	6 Months-1 Year RMB'000	More than 1 Year RMB'000	Total RMB'000
At 31 December 2019					
Trade payables	1,585	96	300	496	2,477
Other payables and accruals (excluding accrued payroll, government grant and other tax liabilities)	22,355	–	–	–	22,355
Lease liabilities	1,006	1,160	1,762	1,997	5,925
Redemption liabilities	311,451	–	–	–	311,451
	336,397	1,256	2,062	2,493	342,208
At 31 December 2018					
Trade payables	5,049	–	–	–	5,049
Other payables and accruals (excluding accrued payroll, government grant and other tax liabilities)	33,380	–	–	–	33,380
	38,429	–	–	–	38,429

As at 31 December 2019 and 2018, the Group and the Company had no derivative financial liability.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group monitors capital (including share capital, share premium and other reserves on an as-if converted basis) by regularly reviewing the capital structure. As a part of this review, the directors of the Company consider the cost of capital and the risks associated with the issued share capital. The Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or repurchase the Company's shares. In the opinion of the Directors of the Company, the Group's capital risk is low.

3.3 Fair value estimation

(a) *Fair value hierarchy*

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

The Group's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

Level 1: The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and equity securities) is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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3 FINANCIAL RISK MANAGEMENT – *continued*

3.3 Fair value estimation – *continued*

(a) Fair value hierarchy – continued

The following table presents the Group's financial assets at FVPL as at 31 December 2019 and 2018:

Recurring fair value measurements at 31 December 2019	Notes	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at FVPL	23				
– Structured notes		–	–	16,525	16,525
– Wealth management products		–	120,237	605,173	725,410
– Income trust investment		–	–	5,000	5,000
– Real Estate Income Trust ("REIT") access fund		–	–	41,973	41,973
– Venture capital funds		–	–	394,243	394,243
– Unlisted equity investments		–	–	491,122	491,122
Total financial assets		–	120,237	1,554,036	1,674,273

Recurring fair value measurements at 31 December 2018	Notes	Level 1 RMB'000	Level 2 RMB'000	Level 3 RMB'000	Total RMB'000
Financial assets at FVPL	23				
– Structured notes		–	–	9,941	9,941
– Wealth management products		–	–	871,871	871,871
– Venture capital funds		–	–	356,352	356,352
– Unlisted equity investments		–	–	471,844	471,844
– Contingent consideration		–	–	36,404	36,404
Total financial assets		–	–	1,746,412	1,746,412

There were no transfers among levels 1,2 and 3 for recurring fair value measurements during the year.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

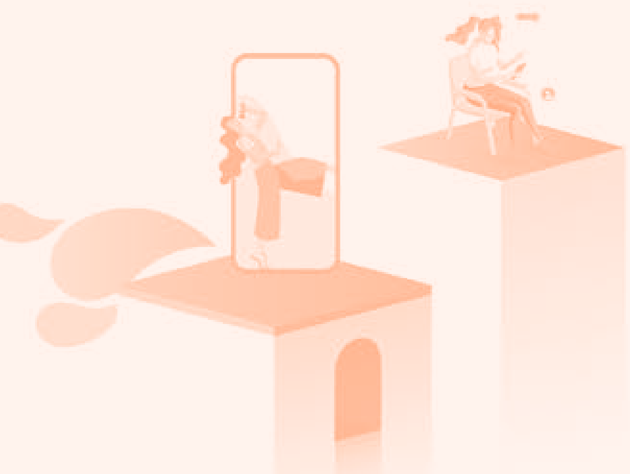
3.3 Fair value estimation – *continued*

(b) Valuation process, techniques and inputs used to determine fair values

The finance department of the Group includes a team that performs the valuations of non-property items required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC). Discussions of valuation processes and results are held among the CFO, AC and the valuation team at least once every three months, in line with the Group's quarterly reporting periods.

Specific valuation techniques used to value financial instruments include:

- for wealth management products – the use of exercisable quoted price by the issuer or the discounted cash flow;
- for venture capital funds – the net asset value of private equity fund investments;
- for unlisted equity investments – the use of discounted cash flow of the investees, with reference to: i) the latest round financing, i.e. the prior transaction price or the third-party pricing information, or (ii) the Group's share of the investees' net asset which are expected to be realised;
- for structured notes, income trust investment and REIT access fund – the net asset value of the investments.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

3.3 Fair value estimation – *continued*

(c) *Fair value measurements using significant unobservable inputs (level 3)*

The following table presents the changes in level 3 items for the years ended 31 December 2019 and 2018:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Opening balance at 1 January	**1,746,412**	1,582,002
Additions	**2,116,538**	3,069,442
Step-acquisition of a subsidiary	**–**	15,082
Disposals	**(24,416)**	(99,046)
Disposal of a subsidiary (Note 5)	**(5,727)**	–
Maturity of wealth management products	**(2,280,147)**	(3,061,950)
Derecognition of Shanghai Benqu from a financial asset at FVPL	**–**	(31,870)
Dividend received (Note 23(a)(b))	**(2,874)**	(17,514)
(Derecognition)/Recognition of contingent consideration (Note 23)	**(36,404)**	44,920
Remeasurement of contingent consideration	**–**	(8,516)
Dividend income (Note 8) (Note 23(a)(b))	**2,874**	17,514
Fair value change recognised in consolidated statement of comprehensive income	**33,299**	207,894
Other change	**–**	18,228
Currency translation differences	**4,481**	10,226
Closing balance at 31 December	**1,554,036**	1,746,412
*** Net unrealised (losses)/gains attributable to balances held at the period end**	**(3,633)**	**158,098**

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For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

3 FINANCIAL RISK MANAGEMENT – *continued*

3.3 Fair value estimation – *continued*

(c) Fair value measurements using significant unobservable inputs (level 3) – continued

The main level 3 inputs used by the Group are derived and evaluated as follows:

- Risk-adjusted discount rates for financial assets and financial liabilities are determined using a capital asset pricing model to calculate a post-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset;
- Sales growth rate, terminal growth rate and gross profit margin rate;
- Discount for lack of marketability ("DLOM");
- Expected return rate;
- Net asset value.

3 FINANCIAL RISK MANAGEMENT – *continued*

3.3 Fair value estimation – *continued*

(c) *Fair value measurements using significant unobservable inputs (level 3) – continued*

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

Description	Fair value at 31 December 2019 RMB'000	Fair value at 31 December 2018 RMB'000	Unobservable inputs	Range of inputs 2019	Range of inputs 2018	Relationship of unobservable inputs to fair value
Unlisted equity investments	491,122	471,844	Sales growth rate	-73%~47%	6%~13%	The higher the sales growth rate, the higher the fair value.
			Gross profit margin rate	65%~82%	65%~67%	The higher the gross profit margin rate, the higher the fair value.
			Terminal growth rate	3%	3%	The higher the terminal growth rate, the higher the fair value.
			Risk-adjusted discount rate	20%~22%	20%	The higher the risk-adjusted discount rate, the lower the fair value.
			Discount for lack of marketability ("DLOM")	25%~30%	26%	The higher the DLOM, the lower the fair value.
Contingent consideration	-	36,404	Risk-adjusted discount rate	N/A	20%	The higher the risk-adjusted discount rate, the lower the fair value.
			Discount for lack of marketability ("DLOM")	N/A	26%	The higher the DLOM,the lower the fair value.
Venture capital funds	394,243	356,352	Net asset value	N/A	N/A	The higher the net asset value, the higher the fair value.
REIT access fund	41,973	-	Net asset value	N/A	N/A	The higher the net asset value, the higher the fair value.
Structured notes	16,525	9,941	Net asset value	N/A	N/A	The higher the net asset value, the higher the fair value.
Wealth management product	605,173	871,871	Expected return rate	3.3%~4.5%	2.6%~4.9%	The higher the expected return rate, the higher the fair value.
Income trust investment	5,000	-	Net asset value	N/A	N/A	The higher the net asset value, the higher the fair value.
	1,554,036	1,746,412				

There were no significant inter-relationships between unobservable inputs that materially affect fair values.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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3 FINANCIAL RISK MANAGEMENT – *continued*

3.3 Fair value estimation – *continued*

(c) Fair value measurements using significant unobservable inputs (level 3) – continued

If the fair value of the financial assets at FVPL held by the Group had been 10% higher/lower, the profit before income tax for the year ended 31 December 2019 would have been approximately RMB167,427 thousand higher/lower (2018: RMB174,641 thousand).

The carrying amounts of the Group's other financial assets including cash and cash equivalents, term deposit with initial term over 3 months, prepayments and other receivables, trade receivables and financial liabilities including trade payables, lease liabilities, other payables, approximate their fair values.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

4.1 Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

Notes to the Consolidated Financial Statements

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

4.1 Critical accounting estimates and assumptions – *continued*

(a) Fair value of share-based compensation expenses

As mentioned in Note 2.21, the Group has awarded share options under Global Share Option Plan ('Pre-IPO Share Option Scheme') and Post-IPO Share Option Scheme to eligible directors, employees and consultants and used the Binomial option-pricing model to determine the total fair value of the share options awarded. Significant estimates on key assumptions, such as the underlying equity value, risk-free interest rate, expected volatility and dividend yield, are required to be made by the Company in applying the Binomial option-pricing model (Note 28).

In addition, the Group awarded restricted share units under the Pre-IPO RSU Scheme and Post-IPO RSU Scheme to eligible directors and employees, and used the fair value of underlying ordinary shares to determine the total fair value of the RSUs awarded.

The fair values of share options and RSUs granted are measured on the respective grant dates based on the fair value of the underlying shares. In addition, the Group is required to estimate the expected percentage of grantees that will remain in employment with the Group. The Group only recognises an expense for those share options and RSUs expected to vest over the vesting period during which the grantees become unconditionally entitled to these share-based awards. Changes in these estimates and assumptions could have a material effect on the determination of the fair value of the share options and RSUs and the amount of such share-based awards expected to become vested, which may in turn significantly impact the determination of the share-based compensation expenses.

The fair value of share options and RSUs at the time of grant is to be expensed over the vesting period of these share-based awards based on an accelerated graded attribution approach. Under the accelerated graded attribution approach, each vesting installment of a graded vesting award is treated as a separate share-based award, which means that each vesting installment will be separately measured and attributed to expense, resulting in accelerated recognition of share-based compensation expense.

Based on the fair value of the share-based awards, the expected turnover rate of grantees and the probability that the conditions for vesting are met, the corresponding share-based compensation expense recognised by the Group in respect of their services rendered for the years ended 31 December 2019 and 2018 was RMB17,377 thousand and RMB12,106 thousand respectively.

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For the year ended 31 December 2019
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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

4.1 Critical accounting estimates and assumptions – *continued*

(b) Fair value for other financial instruments

The fair value for other financial instruments that are not traded in an active market is determined by using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

(c) Current and deferred income tax

The Group is subject to income taxes in several jurisdictions. Significant judgement is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. The outcome of their actual utilisation may be different.

(d) Impairment of goodwill and other non-financial assets

The Group conducts an annual goodwill impairment test or when there are indications the carrying value may be impaired. For purposes of impairment testing, management allocates its goodwill to the relevant CGUs or group of CGUs, and compares the recoverable amounts of these CGUs or group of CGUs to their respective carrying amounts. Other non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or fair value less costs to sell. These calculations require the use of judgments and estimates.

Judgement is required to determine key assumptions adopted in the valuation models for impairment review purpose. Changing the assumptions selected by management in assessing impairment could materially affect the result of the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statement of comprehensive income (Note 18).

Notes to the Consolidated Financial Statements

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

4.1 Critical accounting estimates and assumptions – *continued*

(e) Impairment of financial assets

The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation based on the aging, prior experiences, existing market conditions as well as forward looking estimates at the end of 31 December 2019. Details of the key assumptions and inputs used are disclosed in Note 3.

4.2 Critical judgments in applying the Group's accounting policies

(a) Revenue presentation and recognition

(i) Live social video platforms

The Group sells virtual currency through its third party distributors. The Group has assessed the relationship and arrangements with the distributors as described in Note 2.24 regarding gross versus net reporting of revenue, and has concluded that reporting the net amount equivalent to the cash proceeds that the Group receives from the sale of virtual currency to distributors, because the Group does not determine the price of the virtual currency sold to sales agents or users and does not take overall responsibility of the content or performances in the Communities.

(ii) Games

For revenues relating to mobile games operated by the Group or by third-party developers which are published on third party platforms, the Group is able to make a reasonable estimate of the gross revenue because (i) the Group is the primary obligor in the arrangements and has discretion in the selection of online application store and third party payment channels; (ii) the Group has latitude to determine the price of virtual items offered in the mobile games; (iii) as the Group's mobile games are published through a small number of platforms, the Group can obtain the data from these mobile platforms in determining the actual price of the virtual items purchased by the paying players. Accordingly, such revenue is recognised on a gross basis.

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4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS – *continued*

4.2 Critical judgments in applying the Group's accounting policies – *continued*

(b) Contractual Arrangements

The Group primarily engages in the operations of live social video platforms, mobile and online games and advertising and other services, which is considered to be value-added telecommunications services, a sector where foreign investment is subject to significant restrictions under PRC laws and regulations. Accordingly, the wholly foreign-owned enterprises within the Group cannot acquire equity interest in the PRC Operating Entities, which hold certain licenses and permits required for the operation of the Group's business.

As a result, the wholly foreign-owned enterprises, Hangzhou Tiange and Zhejiang Tiange, entered into Contractual Arrangements with the Group's PRC Operating Entities and their shareholders in order to conduct the Group's business in the PRC and to assert management control over the operations of, and enjoy all economic benefits of, each of the PRC Operating Entities. More specifically, the Contractual Arrangements are entered into between Hangzhou Tiange and each of Hantang, Jinhua9158 and Jinhua99 (the 'Hangzhou Contractual Arrangements') and between Zhejiang Tiange and Xingxiu (the 'Zhejiang Contractual Arrangements'). With respect to the Hangzhou Contractual Arrangements, Hanzhou Tiange, each of Hantang, Jinhua9158 and Jinhua99 and their respective registered shareholders (where applicable) have entered into a set of these underlying agreements: (i) Exclusive Technology Consulting and Service Agreement; (ii) Exclusive Call Option Agreement; (iii) Exclusive Intellectual Property Rights Call Option Agreement; (iv) Loan Agreement; and (v) Equity Pledge Agreement. With respect to the Zhejiang Contractual Arrangements, Zhejiang Tiange, Xingxiu and their respective registered shareholders (where applicable) have entered into these underlying agreements: (i) Exclusive Technology Service Agreement; (ii) Exclusive Call Option Agreement; (iii) Voting Rights Proxy Agreement; (iv) Loan Agreement; and (v) Equity Pledge Agreement.

Pursuant to these agreements and undertakings, notwithstanding the fact that the Group does not hold direct equity interest in the PRC Operating Entities, the Group considers that it has power over the financial and operating policies of the PRC Operating Entities and receives substantially all of the economic benefits from their business activities. Accordingly, the PRC Operating Entities have been treated as the Group's indirect subsidiaries for all the years presented.

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5 SUBSIDIARIES

The following is a list of principal subsidiaries as at 31 December 2019:

Company Name	Place of establishment and nature of legal entity	Particulars of issued/paid-in capital	Principal Activities and Place of Operation	Ownership interest held by the Group
Directly held by the Company				
Week8 Holdings (HK) Limited ('Week8 HK')	Established in Hong Kong, limited liability company	Hong Kong Dollar ('HK$')	Investment holding, Hong Kong	100%
Indirectly held by the Company				
Tiange Technology (Hangzhou) Co., Ltd. ('Hangzhou Tiange')	Established in the PRC, wholly foreign owned enterprise	US$18,000,000	Software and internet development and consulting service, the PRC	100%
Zhejiang Tiange Information and Technology Co., Ltd. ('Zhejiang Tiange')	Established in the PRC, wholly foreign owned enterprise	US$9,476,043/ US$18,000,000	Software and internet development and consulting service, the PRC	100%
Star Power Culture Media (Beijing) Co., Ltd. ('Star Power')	Established in the PRC, wholly foreign owned enterprise	US$16,866,600	Software and internet development and consulting service, the PRC	100%
Hangzhou Han Tang Cultural Communication Co., Ltd. ('Hantang') (Note a)	Established in the PRC, limited liability company	RMB10,000,000	Online entertainment service and advertising, the PRC	100%
Jinhua 9158 Network Science and Technology Co., Ltd. ('Jinhua9158') (Note a)	Established in the PRC, limited liability company	RMB10,000,000	Online entertainment service and mobile games, the PRC	100%

Notes to the Consolidated Financial Statements

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5 SUBSIDIARIES – *continued*

Company Name	Place of establishment and nature of legal entity	Particulars of issued/paid-in capital	Principal Activities and Place of Operation	Ownership interest held by the Group
Jinhua 99 Information Technology Co., Ltd. ('Jinhua99') (Note a)	Established in the PRC, limited liability company	RMB10,000,000	Online entertainment service, the PRC	100%
Jinhua Xingxiu Cultural Communication Co., Ltd. ('Xingxiu') (Note a)	Established in the PRC, limited liability company	RMB10,000,000	Online entertainment service and mobile games, the PRC	100%
Jinhua Tianhu Network Technology Co., Ltd. ('Tianhu') (Note a)	Established in the PRC, limited liability company	RMB10,000,000	Online entertainment service, the PRC	51%
Zhejiang Tian Yue Information Technology Co., Ltd. ('Tianyue')	Established in the PRC, wholly foreign owned enterprise	US$4,890,000/ US$16,000,000	Software and internet development and consulting service, the PRC	100%
Shanghai Benqu Internet Technology Co., Ltd. ('Shanghai Benqu')	Established in the PRC, limited liability company	RMB4,054,825	Software and internet development and consulting service, the PRC	51.2%

(a) As described in note 4.2(b), the Company does not have legal ownership in equity of these structured entities or their subsidiaries. Nevertheless, under certain contractual agreements entered into with the registered owners of these structured entities, the Company and its other legally owned subsidiaries control these companies by way of controlling the voting rights, governing their financial and operating policies, appointing or removing the majority of the members for their controlling authorities, and casting the majority of votes at meetings of such authorities. In addition, such contractual agreements also transfer the risks and rewards of these companies to the Company and/or its other legally owned subsidiaries. As a result, they are presented as controlled structured entities of the Company.

(b) **Significant restrictions**

As at 31 December 2019, cash and cash equivalents and term deposits of the Group, amounting to RMB181,840 thousand are held in Mainland China and are subject to local exchange control regulations. These local exchange control regulations provide for restrictions on payment of dividends, share repurchase and offshore investments, etc.

Notes to the Consolidated Financial Statements

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5 SUBSIDIARIES – *continued*

(c) NCI

Set out below is summarised financial information for the subsidiary, Shanghai Benqu, which has NCI that are material to the Group. The amounts disclosed below for the subsidiary are before inter-company eliminations.

	Shanghai Benqu Internet Technology Co., Ltd. ('Shanghai Benqu')	
Summarised balance sheet	**31 December 2019**	31 December 2018
	RMB'000	RMB'000
Current assets	**57,767**	34,672
Current liabilities	**(4,357)**	(5,835)
Current net assets	**53,410**	28,837
Non-current assets	**218,382**	222,650
Non-current net assets	**218,382**	222,650
Net assets	**271,792**	251,487
Accumulated NCI	**105,733**	8,264
Summarised statement of comprehensive income		
Revenue	**55,831**	30,678
Profit for the period	**20,304**	5,561
Total comprehensive income	**20,304**	5,561
Cash flows from operating activities	**4,123**	6,040
Cash flows from investing activities	**(6,899)**	(663)
Cash flows from financing activities	**–**	1,043
Net (decrease)/increase in cash and cash equivalents	**(2,776)**	6,420

Management considered that the other non-wholly owned subsidiaries with NCI are not significant to the Group, therefore, no summarised financial information of these non-wholly owned subsidiaries is presented separately.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

5 SUBSIDIARIES – *continued*

(d) Transaction with NCI

Subsequent to the business combination with Shanghai Benqu Internet Technology Company Limited ("Shanghai Benqu") in April 2018 (Note 19), in January 2019, the Group, Jinhua Ruian Investment Management Company Limited ("Jinhua Ruian"), a subsidiary of the Group holding 80% equity interest of Shanghai Benqu, and the other shareholders of Shanghai Benqu (the "Other Selling Shareholder") entered into a Share Transfer Agreement with Beijing Weimeng Chuangke Investment Management Co., Ltd (the "Purchaser"). Pursuant to the agreement, the Group transferred its 36% equity interests in Jinhua Ruian to the Purchaser at a cash consideration of approximately RMB292,608 thousand and the Other Selling Shareholder transferred its 6% equity interest in Shanghai Benqu to the Purchaser at a consideration of RMB60,960 thousand. As of 31 December 2019, the Group has received all the purchase consideration of RMB292,608 thousand and repaid the deposit of RMB8,500 thousand to the Purchaser.

Upon completion of the transaction, the Group retains its control over Shanghai Benqu. Therefore, the Group accounted for this transaction as equity transaction, recognising the addition of NCI at the NCI's proportionate share of the net assets of Jinhua Ruian of RMB90,733 thousand. The excess of RMB201,875 thousand between the consideration of RMB292,608 thousand received and the addition of NCI of RMB90,733 thousand was recognised in other reserves. Income tax of RMB50,469 thousand in relation to the transaction with NCI was recognised in its equity while the other income tax effect of RMB7,348 thousand (Note 11) was recognised in profit or loss.

Pursuant to the Share Transfer Agreement, the Purchaser was entitled to put option rights to request the Group and the Other Selling Shareholders to repurchase its sold shares in Shanghai Benqu. The put options are contingent on the event of the resignation of the founder of Shanghai Benqu or any significant breach of shareholders' statement and shareholders' duty within 3 years (the "Redemption Events") upon the closing of the transaction on 5 July 2019. The put options have different exercise price depending on the occurrence of different Redemption Events. The redemption amount that the Group would be obliged to pay the Purchaser at each period end during the contract period was determined based on the evaluation of the maximum amount that the Group is obliged to pay under different Redemption Events according to the redemption clauses stipulated in the Share Transfer Agreement. Therefore, redemption liabilities of RMB335,677 thousand were recognised at the redemption amount the Group would be obliged to pay to the Purchaser if the options were exercised immediately after the transaction, with a corresponding charge directly to other reserves. Subsequently, in the event that the options expire unexercised or the Group revises its estimation of payments, the Group adjusts the carrying amount of the redemption liabilities against other reserves. If options are exercised, related redemption liabilities are offset by the cash payment. Up to the end of 31 December 2019, redemption liabilities of RMB24,226 thousand were derecognised against other reserves as related options lapse unexercised and the estimated amount is revised.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

5 SUBSIDIARIES – *continued*

(d) Transaction with NCI – *continued*

The effect on the equity attributable to Shareholders of the Company during the reporting period is summarised as follows:

	Year ended 31 December 2019 RMB'000
Consideration received from NCI	292,608
Recognition of NCI	(90,733)
Excess of consideration received recognised within equity	201,875
Related income tax recognised within equity	(50,469)
Recognition of redemption liabilities	(335,677)
Derecognition of redemption liabilities	24,226
Net effect on equity attributable to Shareholders of the Company	(160,045)

There were no significant transactions with NCI during the year ended 31 December 2018.

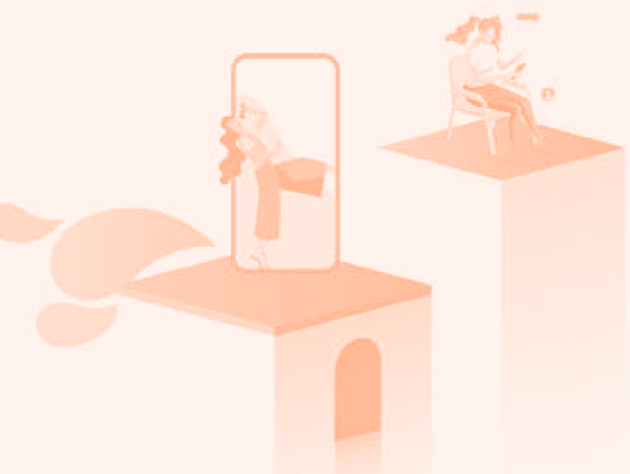
Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

5 SUBSIDIARIES – *continued*

(e) Aggregated financial information on disposal of subsidiaries (details refer to (f) below)

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Cash consideration received or receivable		
– Cash consideration received	67,249	2,973
– Cash consideration receivable	1,800	–
– Currency translation differences	–	(976)
Total disposal consideration	69,049	1,997
Total assets disposed	(71,483)	(4,313)
– Cash and cash equivalents disposed	(1,593)	(2,637)
– Net book value of land use right disposed	(55,970)	–
– Financial asset at FVPL disposed (Note 23)	(5,727)	–
– Other assets disposed	(8,193)	(1,676)
Total liabilities disposed	9,928	18
Other reserves disposed (Note 27)	506	349
NCI disposed	1	2,397
Gain on disposal before income tax (Note 8)	8,001	448
Income tax expense on the gain from disposal	(777)	–
Gain on disposal after income tax	7,224	448



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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5 SUBSIDIARIES – *continued*

(f) Details of the disposal of subsidiaries

(i) In December 2019, the Group sold its 100% equity interest in Zhejiang Tonggu Software Technology Co., Ltd ("Tonggu"), a company engaged in the development of real estate in mainland China, to a third party for a consideration of RMB67,181 thousand. The revenue and net loss relating to Tonggu for the year ended 31 December 2019 were nil and RMB3,032 thousand, respectively.

	Tonggu RMB'000
Cash consideration received	67,181
Total disposal consideration	67,181
Total assets disposed	(61,966)
– Cash and cash equivalents disposed	(361)
– Net book value of land use right disposed	(55,970)
– Other assets disposed	(5,635)
Total liabilities disposed	3,000
Gain on disposal before income tax	8,215
Income tax expense on gain	(777)
Gain on disposal after income tax	7,438

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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5 SUBSIDIARIES – *continued*

(f) Details of the disposal of subsidiaries – *continued*

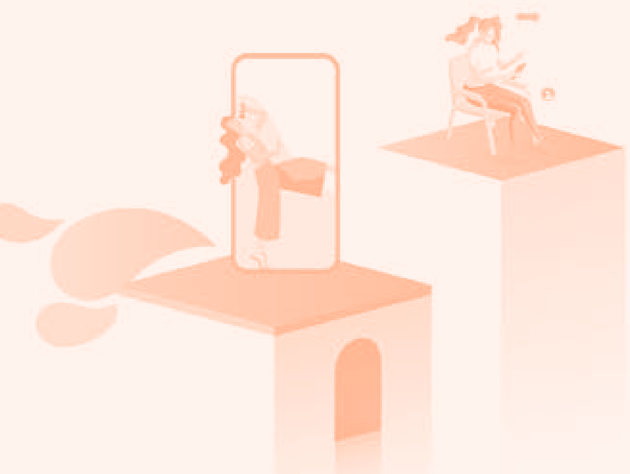
(ii) Disposals of other insignificant subsidiaries during the year ended 31 December 2019 included:

In April 2019, the Group's subsidiary Chengdu Yinyuehui Technology Co., Ltd ("Yinyuehui"), a company engaged in the sales of karaoke devices in the PRC, dissolved. The revenue and net loss relating to Yinyuehui for the three months ended 31 March 2019 were nil and RMB16 thousand, respectively.

In July 2019, the Group sold its 100% equity interest in Jinhua Chaduan Investment Management Co., Ltd ("Chaduan"), a company engaged in investment management in mainland China at a consideration of RMB1,000 thousand. The revenue and net loss relating to Chaduan for the six months ended 30 June 2019 were nil and RMB29,616 thousand, respectively.

In October 2019, the Group sold its 80% equity interest in Chengdu Happy Alliance Technology Co., Ltd ("Happy Alliance"), a company specialised in design and development of mobile game in mainland China, at a consideration of RMB800 thousand. The revenue and net loss relating to Happy Alliance for the nine months ended 30 September 2019 were RMB849 thousand and RMB1,573 thousand, respectively.

In December 2019, the Group sold its 100% equity interest in Jinhua Charui Investment Management Co., Ltd ("Charui"), a company engaged in investment management in mainland China , with no consideration. The revenue and net profit relating to Charui for the year ended 31 December 2019 were nil and RMB2 thousand, respectively.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION

(a) Description of segments and principal activities

The Group's business activities, for which discrete financial information is available, are regularly reviewed and evaluated by the CODM. The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the executive directors of the Company that make strategic decisions. The CODM considers the business primarily from product perspective.

In the year ended 31 December 2018, the Group had one reportable segment–online interactive entertainment service and all other segments. Online interactive entertainment service of the Group mainly comprises provision of live social video platforms and provision of online games. Other segments of the Group mainly comprise provision of online advertising, software research and development and other services.

In view of the increased scale and business importance of advertising activities, and to help investors better understand the Group's revenue structure and margin trends, a new segment named "Advertising Service" has been separated from "Others" segment from the first quarter of 2019 onwards, both in the internal reports to the CODM and in the consolidated financial statements of the Group. As a result, segment information for the year ended 31 December 2018 for comparative purpose has been restated to conform to the new presentation. Management believes that the above changes in segment information better reflect current market trends, as well as resource allocation and future business development of the Group.

The CODM assess the performance of the operating segments mainly based on segment revenue and gross profit of each operating segment. The selling and marketing expenses and general and administrative expenses are common costs incurred for the operating segments as a whole and therefore they are not included in the measure of the segments' performance which is used by the CODM as a basis for the purpose of resource allocation and assessment of segment performance. Interest income, other gains, net, finance income, net and income tax expense are also not allocated to individual operating segment.

There were no material inter-segment sales during the years ended 31 December 2019 and 2018. The revenues from external customers reported to the CODM are measured in a manner consistent with that applied in the consolidated statement of comprehensive income.

Other information, together with the segment information, provided to CODM, is measured in a manner consistent with that applied in these financial statements. There were no segment assets and segment liabilities information provided to the CODM, as the CODM does not use this information to allocate resources to or evaluate the performance of the operating segments.

Notes to the Consolidated Financial Statements

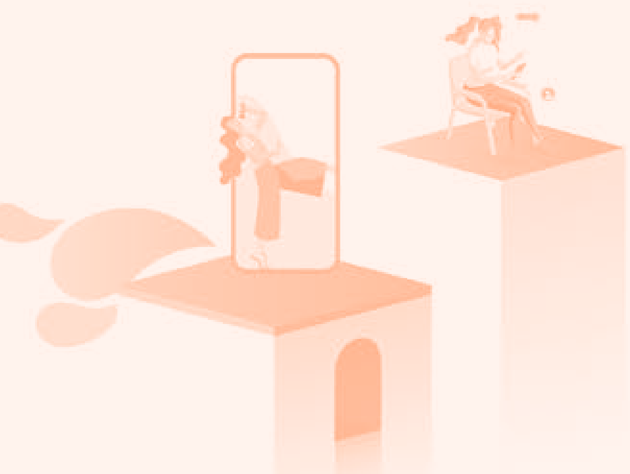
For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION – *continued*

(b) Segment revenue and gross profit

The segment information provided to the CODM for the reportable segments for the year ended 31 December 2019 is as follows:

	Year ended 31 December 2019			
	Online interactive entertainment service RMB'000	Advertising service RMB'000	Others RMB'000	Total RMB'000
Revenue	442,814	72,144	24,371	539,329
Gross profit	400,814	50,559	23,411	474,784
– Depreciation, amortisation and impairment charges included in segment cost	(5,491)	(1,000)	–	(6,491)
Operating profit				244,061
Finance income				4,844
Finance costs				(6,070)
Shares of losses of investments accounted for using the equity method				(3,826)
Impairment of investments accounted for using the equity method				(33,098)
Profit before income tax				205,911



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION – *continued*

(b) Segment revenue and gross profit – *continued*

The segment information provided to the CODM for the reportable segments for the year ended 31 December 2018 is as follows:

	Year ended 31 December 2018			
	Online interactive entertainment service RMB'000	Advertising service RMB'000	Others RMB'000	Total RMB'000
Revenue	634,159	64,286	53,488	751,933
Gross profit	580,950	52,869	52,824	686,643
– Depreciation, amortisation and impairment charges included in segment cost	(5,010)	–	(7)	(5,017)
Impairment of goodwill (Note 18)	–	–	(6,219)	(6,219)
Operating profit				510,287
Finance income				2,714
Finance costs				(2,193)
Shares of losses of investments accounted for using the equity method				(2,134)
Impairment of investments accounted for using the equity method				(149,250)
Profit before income tax				359,424

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION – *continued*

(b) Segment revenue and gross profit – *continued*

A breakdown of the revenue derived from each revenue stream is as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Live social video platforms	**434,551**	619,455
Game operation	**8,263**	14,704
Advertising	**72,144**	64,286
Software research and development	**22,480**	51,900
Others	**1,891**	1,588
	539,329	751,933

The Company is domiciled in the Cayman Islands while the Group mainly operates its business in the PRC. For the years ended 31 December 2019 and 2018, the total geographic information on the revenue derived from continuing operations is as follows:

	Year ended 31 December 2019		
	PRC (Excluding Hong Kong)	**Other regions**	**Total**
	RMB'000	**RMB'000**	**RMB'000**
Revenue	**514,176**	**25,153**	**539,329**

	Year ended 31 December 2018		
	PRC (Excluding Hong Kong)	Other regions	Total
	RMB'000	RMB'000	RMB'000
Revenue	730,599	21,334	751,933

The reconciliation of gross profit to profit before income tax is shown in the consolidated statement of comprehensive income.

Risk of Concentration

Management currently expects that the Company's operating results will, for the foreseeable future, continue to depend on the revenue directly from a relatively small number of distributors. All the revenue derived from any single user of the live social video platform was less than 10% of the Group's total revenue during the years ended 31 December 2019 and 2018.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION – *continued*

(c) Revenue from contracts with customers

(i) Disaggregation of revenue from contracts with customers

The Group derives revenue from the transfer of services over time and at a point in time in the following major product lines:

	Live social video platforms RMB'000	Game operation RMB'000	Advertising RMB'000	Software research and development RMB'000	Others RMB'000	Total RMB'000
Year ended 31 December 2019						
Timing of revenue recognition						
At a point in time	433,883	–	55,469	–	–	489,352
Over time	668	8,263	16,675	22,480	1,891	49,977
	434,551	8,263	72,144	22,480	1,891	539,329
Year ended 31 December 2018						
Timing of revenue recognition						
At a point in time	619,130	–	29,308	–	–	648,438
Over time	325	14,704	34,978	51,900	1,588	103,495
	619,455	14,704	64,286	51,900	1,588	751,933

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

6 SEGMENT INFORMATION – *continued*

(c) Revenue from contracts with customers – *continued*

(ii) Revenue recognised in relation to contract liability

The following table shows how much of the revenue recognised in the current reporting period related to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in a prior year.

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Revenue recognised that was included in the contract liability balance at the beginning of the period		
– Live social video platforms	**26,832**	28,135
– Game operation	**6,138**	14,475

(d) Segment assets

The Group's non-current assets other than deferred income tax assets and financial instruments, broken down by location of the assets, is shown as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
PRC (Excluding Hong Kong)	**414,925**	577,598
Other regions	**156,956**	82,029
	571,881	659,627

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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7 EXPENSES BY NATURE

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Employee benefit expenses (including share-based compensation expenses) (Note 9)	**146,379**	151,560
Promotion and advertising expenses (a)	**84,220**	116,816
Bandwidth and server custody fees	**24,633**	29,514
Impairment of goodwill (Note 18)	**–**	6,219
Travelling and entertainment expenses	**13,399**	15,234
Depreciation and impairment charges of property and equipment (Note 15)	**12,716**	13,792
Amortisation and impairment charges of intangible assets (Note 18)	**12,307**	25,759
Utilities and office expenses	**10,233**	9,917
Professional and consultancy fees	**9,335**	8,301
Commission charges by platforms and game developers	**6,282**	14,020
Auditors' remuneration		
– Audit services	**4,449**	6,080
– Non-audit services	**20**	20
Short-term lease rentals (2018: Operating lease rentals) (Note 16)	**842**	4,389
Game development costs	**4,416**	11,828
Depreciation of right-of-use assets (Note 16)	**4,384**	–
Provision for prepaid expenses	**–**	3,639
Others (b)	**18,598**	18,875
Total cost of revenue, selling and marketing expenses, administrative expenses and research and development expenses	**352,213**	435,963

(a) Promotion and advertising expenses primarily consist of expenses for the promotion of the Group's business via different online and mobile channels which are settled based on the effective download and installation times.

(b) Others mainly includes tax surcharge expenses, payment handling cost and bank charges.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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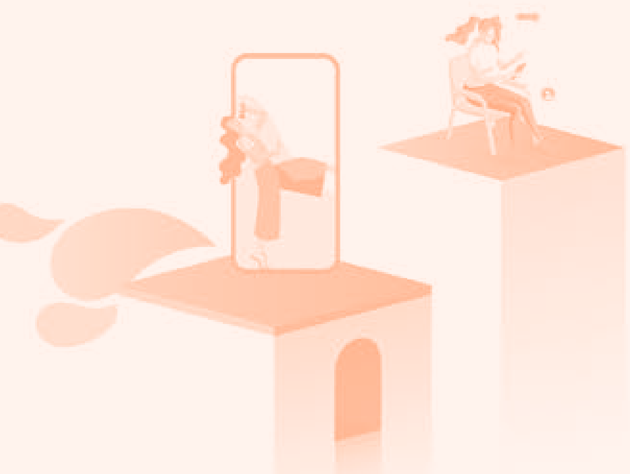
8 OTHER GAINS, NET

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Net fair value gains/(losses) on financial assets at FVPL		
– Venture capital funds (Note 23(b))	37,453	8,463
– Wealth management products (Note 23(e))	39,470	39,566
– Contingent consideration (Note 23(a(iii)))	(36,404)	36,404
– Unlisted equity investments (Note 23(a))	(40,748)	148,210
– Structured notes (Note 23(d))	951	(251)
– Income trust investment (Note 23(f))	167	–
– REIT access fund (Note 23(c))	117	–
– Redeemable preferred shares	–	11,906
Dividend income (Note 23)	2,874	17,514
Interest income on term deposits with initial term over 3 months	2,132	4,281
Government grants (a)		
– Technology awards	9,166	8,041
– Tax related subsidies	12,351	10,157
– Scientific project funds	4,636	500
Gain on disposal of subsidiaries (Note 5(e))	8,001	448
Fair value losses from revaluation of investment properties (Note 17)	(5,138)	(1,098)
Interest income on loans to third parties, related parties and employees	3,025	3,479
Gain on disposal of investments accounted for using the equity method	500	6,370
Loss on disposal of property and equipment, net	(359)	(43)
Foreign exchange (losses)/gains on non-financing activities	(1,677)	295
Gain on disposal of prepayments for potential investments	–	1,320
Others	(6,464)	604
	30,053	296,166



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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8 OTHER GAINS, NET – *continued*

(a) For the years ended 31 December 2019 and 2018, government grants primarily consist of:

- Technology awards, amounting to RMB9,166 thousand (2018: RMB8,041 thousand) were granted by the local government authorities in Hangzhou and Jinhua to reward the Group's achievement and support the Group's development in information service industries;

- Tax related subsidies, amounting to RMB12,351 thousand (2018: RMB10,157 thousand) were granted by local government authorities in Hangzhou and Jinhua to incentivise the Group's business development;

- Scientific project funds, amounting to RMB4,636 thousand (2018: RMB500 thousand) were granted by local government authorities in Hangzhou and Jinhua to fund the Group's qualified technology research projects.

9 EMPLOYEE BENEFIT EXPENSES

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Wages, salaries and bonuses	**105,397**	114,452
Defined contribution plans (a)	**8,241**	9,727
Other social security costs, housing benefits and other employee benefits	**15,364**	15,275
Share-based compensation expenses (Note 28(c))	**17,377**	12,106
	146,379	151,560

(a) Defined contribution plans

Employees of the Group companies in the PRC are required to participate in a defined contribution retirement scheme administered and operated by the local municipal government. The Group contributes funds which are calculated on fixed percentage (19%, 20%, 14% and 19% for Beijing, Shanghai, Zhejiang Province and Sichuan Province, respectively) of the employees' salary (subject to a floor and cap) as set by local municipal governments to each scheme locally to fund the retirement benefits of the employees and the Group has no further obligations for the actual payment of pensions or post-retirements benefits beyond these contributions.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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9 EMPLOYEE BENEFIT EXPENSES – *continued*

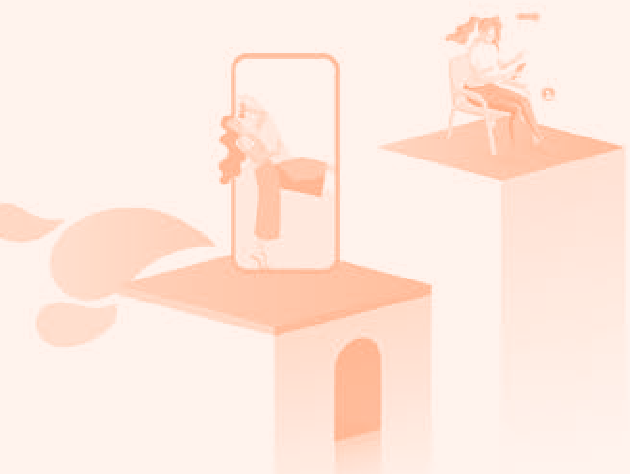
(b) Senior management's emoluments

Senior management includes directors, CEO and other senior executives. The aggregate emoluments paid and payable to senior management for employee services excluding the directors and the CEO whose emoluments have been reflected in Note 40 is as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Salaries and allowances	**483**	484
Discretionary bonus	**72**	72
Defined contribution plans	**107**	106
Other social security costs, housing benefits and other employee benefits	**479**	462
Share-based compensation expenses	**97**	271
	1,238	1,395

The emoluments of the senior management, excluding the directors and the CEO whose emoluments have been reflected in Note 40, fell within the following bands:

	Year ended 31 December	
	2019	2018
Emoluments band:		
Nil to HKD1,000,000	**2**	1
HKD1,000,001 to HKD1,500,000	**–**	1



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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9 EMPLOYEE BENEFIT EXPENSES – *continued*

(c) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include two (2018: one) directors whose emoluments are reflected in the Note 40. The emoluments paid and payable to the remaining three (2018: four) individuals during the year are as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Salaries and allowances	**2,976**	2,710
Discretionary bonus	**830**	87
Defined contribution plans	**115**	109
Other social security costs, housing benefits and other employee benefits	**617**	798
Share-based compensation expenses	**11,168**	7,780
	15,706	11,484

The emoluments paid and payable to these individuals for the years ended 31 December 2019 and 2018 fell within the following bands:

	Year ended 31 December	
	2019	2018
Emoluments band:		
HKD1,500,001 to HKD2,000,000	**1**	–
HKD2,000,001 to HKD2,500,000	**–**	1
HKD2,500,001 to HKD3,000,000	**1**	1
HKD3,000,001 to HKD3,500,000	**–**	1
HKD4,500,001 to HKD5,000,000	**–**	1
HKD11,500,000 to HKD20,000,000	**1**	–

Notes to the Consolidated Financial Statements

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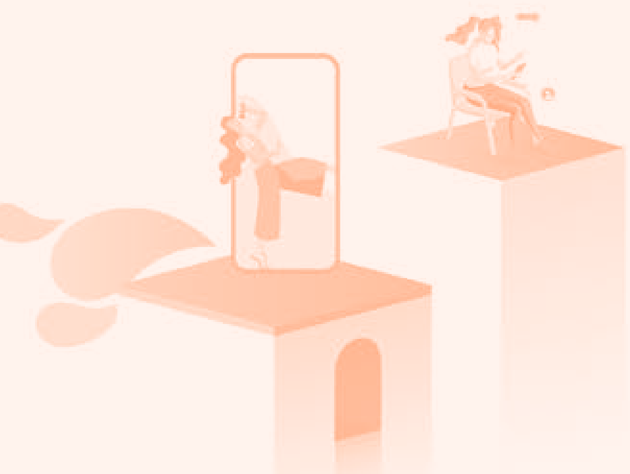
(All amounts in RMB unless otherwise stated)

10 FINANCE (COSTS)/INCOME, NET

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Finance income:		
– Interest income on cash and cash equivalents	**4,640**	2,618
– Exchange gain on financing activities	**204**	96
	4,844	2,714
Finance costs:		
– Exchange loss on financing activities	**(5,787)**	(2,157)
– Interest charges for lease liabilities (Note 16)	**(155)**	–
– Other interest expenses	**(128)**	(36)
	(6,070)	(2,193)
Finance (costs)/income, net	**(1,226)**	521



Notes to the Consolidated Financial Statements

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11 TAX EXPENSE

11.1 Income tax expense

The income tax expense of the Group for the years ended 31 December 2019 and 2018 are analysed as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Current income tax:		
– Enterprise income tax	**40,882**	50,936
– PRC withholding tax	**41,300**	13,700
	82,182	64,636
Deferred income tax：		
– Decrease/(Increase) in deferred tax assets (Note 33)	**20,533**	(5,038)
– Increase in deferred tax liabilities (Note 33)	**3,070**	84,164
	23,603	79,126
Income tax expense	**105,785**	143,762

(a) Cayman Islands income tax

The Company is incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law of Cayman Islands, and accordingly is exempted from Cayman Islands income tax.

(b) Hong Kong profits tax

Hong Kong profits tax has been provided for as there was business operation that is subject to Hong Kong profits tax for all the years presented. It has been provided for at the rate of 16.5% on the estimated assessable profits for the years ended 31 December 2019 and 2018.

Notes to the Consolidated Financial Statements

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11 TAX EXPENSE – *continued*

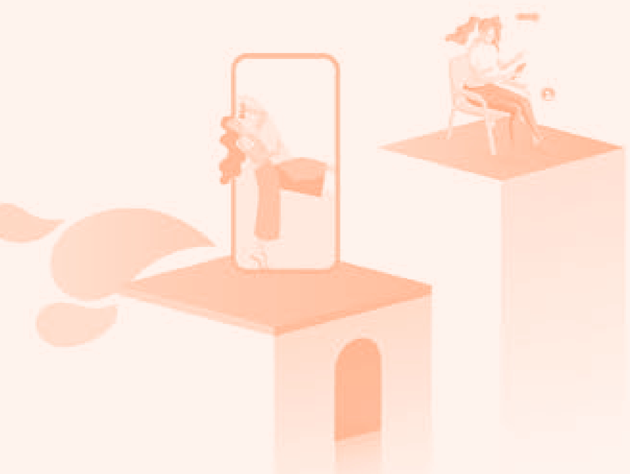
11.1 Income tax expense – *continued*

(c) PRC enterprise income tax ('EIT')

For all the years presented, the Group's subsidiaries and the PRC Operating Entities are subject to enterprise income tax ('EIT') on the taxable income as reported in their respective statutory financial statements adjusted in accordance with the Enterprise Income Tax Law ('EIT Law'). Pursuant to the EIT Law, the Group's subsidiaries and the PRC Operating Entities are generally subject to EIT at the statutory rate of 25%.

Hangzhou Tiange, Zhejiang Tiange and Shanghai Benqu qualified as 'New High-tech Enterprise' under the EIT Law in 2017. Star Power qualified as 'New High-tech Enterprise' under the EIT Law in 2015 and renewed in 2018. Accordingly, they were entitled to a preferential EIT rate of 15% for a three-year period since the qualification day. The applicable EIT rate of these entities was 15% in 2019.

An entity qualifies as 'Software Enterprise' is entitled to an income tax exemption for two years and a 50% reduction to an EIT rate of 12.5% for the subsequent three years. And an entity that qualifies as 'Key National Software Enterprise' is entitled to a further reduced preferential income tax rate of 10%. Tianyue qualified as "Software Enterprise" in 2016. Hangzhou Tiange, other than its qualification as a New High-tech Enterprise, was also approved in 2019 as a Key National Software Enterprise for the year ended 31 December 2018. Enterprises wishing to enjoy the status of a Software Enterprise or a Key National Software Enterprise must file required supporting documents with the tax authorities before using the preferential EIT rates. The filing record will be subject to verification by relevant government authorities. Accordingly, income tax for Tianyue and Hangzhou Tiange has been provided for at a tax rate of 25% and 15%, respectively, during the year and corresponding tax adjustments in relation to the change in applicable tax rate will be accounted for in the period upon the verification process is completed.



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

11 TAX EXPENSE – *continued*

11.1 Income tax expense – *continued*

(c) PRC enterprise income tax ('EIT') – continued

The following table sets out applicable EIT rate of Group's subsidiaries and the PRC Operating Entities in the PRC for the year ended 31 December 2019:

Name	Applicable EIT rate
Hangzhou Tiange	15%
Zhejiang Tiange	15%
Star Power	15%
Hantang	25%
Jinhua9158	25%
Jinhua99	25%
Xingxiu	25%
Tianhu	25%
Tianyue	25%
Shanghai Benqu	15%

Pursuant to laws and regulations newly promulgated by the State Administration of Tax of the PRC and the Ministry of Finance, effective from 2018 onwards, enterprises engaging in research and development activities are entitled to claim 175% of their qualified research and development expenses so incurred as tax deductible expenses. The additional deduction of 75% of qualified research and development expenses can be directly claimed in the annual EIT filing without the approval from the relevant tax authorities. Therefore, management has made its best estimation for the Group's entities in ascertaining their assessable profits for the years ended 31 December 2019 and 2018.

(d) PRC withholding tax ('WHT')

According to the applicable PRC tax regulations, dividends distributed by a company established in the PRC to a foreign investor with respect to profits derived after 1 January 2008 are generally subject to a 10% withholding tax rate. If a foreign investor incorporated in Hong Kong meets the conditions and requirements under the double taxation treaty arrangement between the PRC and Hong Kong, the relevant withholding tax rate will be reduced from 10% to 5%.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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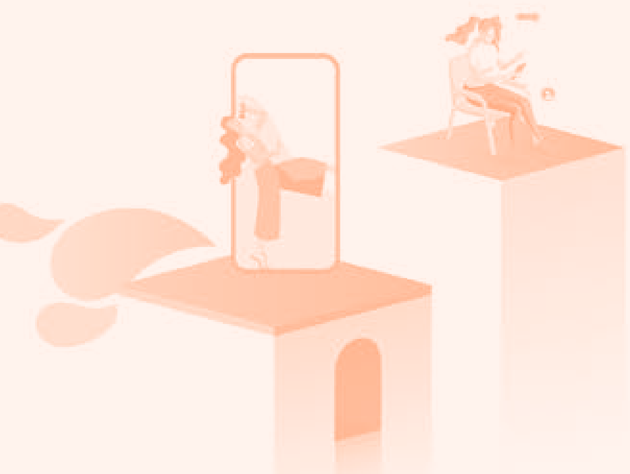
11 TAX EXPENSE – *continued*

11.1 Income tax expense – *continued*

(e) Numerical reconciliation of income tax expense to prima facie tax payable

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the statutory tax rate applicable to losses of the consolidated entities as follows:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Profit before income tax expense	**205,911**	359,424
Tax calculated at a tax rate of 25%	**51,478**	89,856
Tax effects of:		
Different tax jurisdiction	**(3,410)**	(1,594)
Preferential income tax benefits applicable to subsidiaries in China	**(41,642)**	(57,157)
Withholding tax of appropriation of dividend (i)	**68,231**	27,514
Refund of withholding tax of dividend (ii)	**(8,000)**	–
Super deduction for research and development expenses	**(5,657)**	(9,879)
Tax losses and temporary differences for which no deferred tax assets was recognised	**23,523**	83,244
Expenses not deducted for/Income not subject to income tax purposes	**13,914**	11,778
Transferring equity interest of subsidiaries to NCI (Note 5)	**7,348**	–
Income tax expense	**105,785**	143,762



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11 TAX EXPENSE – *continued*

11.1 Income tax expense – *continued*

(e) Numerical reconciliation of income tax expense to prima facie tax payable – continued

(i) As at 31 December 2018, management anticipated to remit the earnings of RMB275,140 thousand from the profit for the year ended of 31 December 2018 of several PRC subsidiaries to Week8 (HK) Holdings Limited ("Week8(HK)"), which was subjected to a 10% withholding tax at a total amount of RMB27,514 thousand. The remaining undistributed profits of the year ended 31 December 2018 was expected to be retained by the PRC subsidiaries and not to be remitted to a foreign investor in the foreseeable future based on management's estimation.

Pursuant to the resolutions of the Board of Directors' meeting of the Company in 2019, the Group planned to remit the earnings of RMB109,757 thousand from the profit of several PRC subsidiaries for the year ended 31 December 2019 and RMB900,000 thousand from the profit of several PRC subsidiaries from the retained earnings as of 31 December 2018, which in aggregate amounted to RMB1,009,757 thousand to Week8(HK) to expand its overseas business. Accordingly, the Group recognised withholding tax of RMB100,976 thousand at a 10% withholding tax rate, of which a withholding tax of RMB35,486 thousand was paid to tax authorities in mainland China when the declared dividend of RMB354,860 thousand was paid to Week8(HK) in 2019.

In November 2019, Week8(HK) was approved by Inland Revenue Department of Hong Kong Special Administrative Region as a resident of the Hong Kong Special Administration for 2018 and the two succeeding calendar years. Pursuant to such approval, the dividends distributed to Week8(HK) from the PRC subsidiaries from 2018 to 2020 would be subject to withholding tax rate of 5%. Therefore, management reversed a withholding tax of RMB32,745 thousand for the unpaid dividend of RMB654,897 thousand.

(ii) In December 2019, the Group received a refunded withholding tax of RMB8,000 thousand, which was in association with the dividends paid in 2018 and 2019, from Jinhua Municipal Bureau of State Administration of Taxation, and recorded it as a reversal of income tax expense during the year ended 31 December 2019.

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For the year ended 31 December 2019
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11 TAX EXPENSE – *continued*

11.2 Tax losses

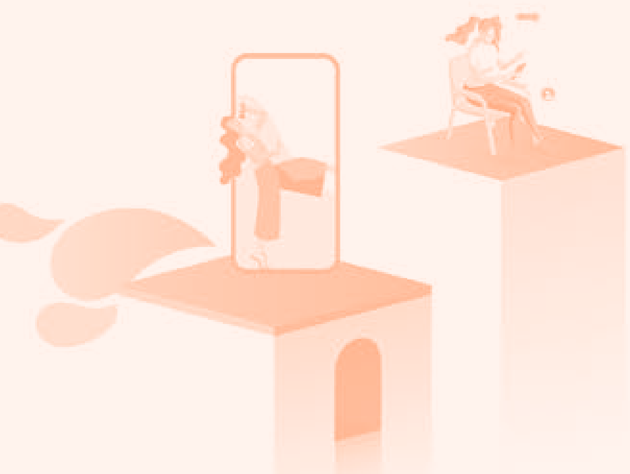
	As at 31 December	
	2019	2018
	RMB' 000	RMB' 000
Unused tax losses for which no deferred tax asset have been recognised	**70,248**	31,037
Potential tax benefit calculated at a tax rate of 25%	**17,562**	**7,759**

The unused tax losses were incurred by subsidiaries that are not likely to generate taxable income in the foreseeable future. The losses can be carried forward and will expire from 2020 to 2024. See Note 33 for information about recognised tax losses and Note 4.1(c) for significant judgements made in relation to them.

11.3 Value-added tax ('VAT')

The operation of the Group in the PRC primarily applies VAT as follows:

Category	**Tax Rate**	**Basis of Levies**
VAT	6%	Revenue from operation of live social video platforms and games
	6%	Revenue from advertising service
	6%	Other revenue



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12 EARNINGS PER SHARE

(a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit of the Group attributable to the shareholders of the Company by the weighted average number of ordinary shares in issue during each period.

	Year ended 31 December	
	2019	2018
Profit attributable to shareholders of the Company (RMB'000)	**93,834**	218,276
Weighted average number of ordinary shares in issue (thousand shares)	**1,255,495**	1,272,110
Basic earnings per share (in RMB/share)	**0.075**	0.172

(b) Diluted earnings per share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding by the effect of all dilutive potential ordinary shares.

The Company has two categories of dilutive potential ordinary shares, share options granted to employees under Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme and RSUs granted to employees under Pre-IPO Restricted Share Unit Scheme and Post-IPO Restricted Share Unit Scheme. The share options and RSUs are assumed to have been fully vested and released from restrictions with no impact on earnings.

	Year Ended 31 December	
	2019	2018
Profit attributable to shareholders of the Company (RMB'000)	**93,834**	218,276
Weighted average number of ordinary shares in issue (thousand shares)	**1,255,495**	1,272,110
Adjustments for share based compensation – share options (thousand shares)	**10,932**	26,774
Adjustments for share based compensation – RSUs (thousand shares)	**4,521**	3,415
Weighted average number of ordinary shares for the calculation of diluted EPS (thousand shares)	**1,270,948**	1,302,299
Diluted earnings per share (in RMB/share)	**0.074**	0.168

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For the year ended 31 December 2019
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13 DIVIDENDS

	Year Ended 31 December	
	2019	2018
	RMB'000	RMB'000
Dividends paid by the Company	**–**	74,537

The dividends paid during the years ended 31 December 2019 and 2018 were nil and RMB74,537 thousand (HK$0.07 per share) respectively.

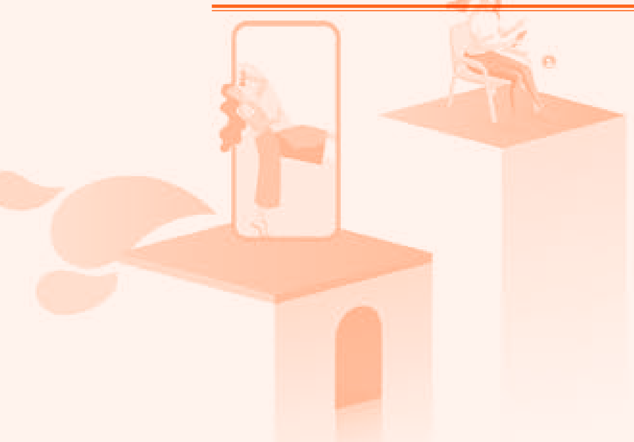
14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

The amounts recognised in the balance sheet are as follows:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Associates	**22,777**	53,307
Joint ventures	**3,797**	1,998
	26,574	55,305

The share of (loss)/profit recognised in the consolidated statement of comprehensive income are as follows:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Associates	**(558)**	(2,405)
Joint ventures	**(3,268)**	271
	(3,826)	(2,134)



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD – *continued*

(a) Interests in associates

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Beginning of the year	**53,307**	118,948
Additions (i)	**3,276**	11,870
Impairment (ii)(iii)	**(33,098)**	(43,231)
Disposals	**–**	(31,499)
Share of loss of investments accounted for using the equity method	**(558)**	(2,405)
Dividend received	**(670)**	(484)
Currency translation difference	**520**	108
End of the year	**22,777**	53,307

(i) During the year ended 31 December 2019, the Group made a capital injection of MYR2,000 thousand (approximately RMB3,276 thousand) to an associate engaged in small loan lending overseas.

(ii) During the year ended 31 December 2019, the Group carried out an impairment assessment on its investments in certain associates, which were engaged in business promotion and trading via online female network community in mainland China, online health information service in mainland China, small loan lending overseas and operation of online casual games in mainland China. Both external and internal sources of information of associates were considered in assessing whether there is any indication that the investments may be impaired, including but not limited to financial position, business performance. The Group carried out impairment assessments on those investments with impairment indications, and the respective recoverable amounts of investments are determined with reference to the higher of fair value less costs of disposal and value in use.

In respect of the recoverable amount arising from value in use calculation, the discounted cash flows calculation was based on cash flow projection estimated by management, and the key assumptions adopted in such cash flow projection included revenue growth rate, net profit margin and discount rate. The estimated sales growth rate within five years adopted in cash flows projection performed by management at the end of 2019 range from -23.2% to 11.0%, net profit margin range from -2.0% to 14.6%, and discount rate adopted range from 17.4% to 23%.

As a result, the Group made an aggregate impairment provision of RMB33,098 thousand (2018: RMB43,231 thousand) against the carrying amount of the associates during the year ended 31 December 2019. The impairment losses mainly resulted from revisions of financial/business outlook of the associates and changes in the market environment of the underlying business.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD – *continued*

(a) Interests in associates – *continued*

(iii) During the year ended 31 December 2018, the operation of Jiuxin Puhui Financial Information Services Co., Ltd. ('Jiuxin Puhui'), one of the Group's associates which was principally engaged in the operation of an online peer-to-peer ('P2P') lending platform in mainland China, was affected by the government's intensified regulations, which resulted in a serious shortage of funds and increasing bad debts of Jiuxin Puhui. The Group carried out the impairment assessment on Jiuxin Puhui and determined the recoverable amount of the investment based on the value in use calculation. In respect of the recoverable amount arising from value in use calculation, the discounted cash flows calculation was based on cash flow projection estimated by management, and the key assumptions adopted in such cash flow projection included revenue growth rate and bad debt ratio. The estimated sales growth rate within five years adopted in cash flows projection performed by management in the year of 2017 was from 10% to 31%. No future revenue was expected to be generated in cash flows projection performed by management in the year of 2018. The bad debt ratio increased from 2% in 2017 to 24% in 2018. As no positive cash inflow was expected to be generated with the cease of the operation and bad debt ratio was deteriorated, the Group made a full impairment provision of RMB43,231 thousand against the carrying amount of the associate. The impairment loss was recognised as impairment of investment accounted for using the equity method in the consolidated statement of comprehensive income for the year ended 31 December 2018.

(iv) Management has assessed the level of influence that the Group has on certain associates, and determined that it has significant influence even though the shareholding is below 20% because of the board representation or other arrangements. Consequently, these investments have been accounted for using the equity method and classified as associates. For the Group's other investments with shareholding above 20% but without board representation nor participation in the investee's policy-making process, management has concluded that the Group does not have significant influence over these investees and classified them as financial assets at FVPL (Note 23).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD – *continued*

(a) Interests in associates – *continued*

In the opinion of management, no investment in these associates was considered to be individually material to the Group as at 31 December 2019 and 2018. There were no material contingent liabilities relating to the Group's interests in the associates.

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Aggregate carrying amount of associates	**22,777**	53,307
Aggregate amounts of the Group's share of:		
Loss for the year	**(558)**	(2,405)
Total comprehensive loss	**(558)**	(2,405)

(b) Interests in joint ventures

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Beginning of the year	**1,998**	12,812
Additions (i)	**5,067**	105,384
Impairment (ii)	**–**	(106,019)
Disposals	**–**	(10,600)
Share of (loss)/profit of investments accounted for using the equity method	**(3,268)**	271
Currency translation difference	**–**	150
End of the year	**3,797**	1,998

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For the year ended 31 December 2019
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14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD – *continued*

(b) Interests in joint ventures – *continued*

(i) During the year ended 31 December 2019, the Group entered into an investment agreement with two third party companies to establish a joint venture in Singapore, which would engage in provision of online entertainment business in Vietnam. The Group subscribed for 49% of its equity interest in the joint venture at a consideration of USD1,470 thousand, of which USD735 thousand (approximately RMB5,067 thousand) was paid by the Group as at 31 December 2019.

(ii) In 2017 the Group entered into an investment agreement with a third party company which is primarily engaged in operating P2P lending platform in mainland China, to subscribe for 37.28% of its equity interests to form Jinhua Lanyou Network Technology Co., Ltd., a joint venture, at a cash consideration of RMB105,384 thousand. As of 31 December 2017, the investment was recorded as the prepayments and other receivables as the transaction was yet to be consummated.

In January 2018, upon the completion of the restructuring of the third-party company, the subscription of equity interests transaction was completed and the investment was accounted for as interest in joint venture. With the enhanced regulatory environment affecting the P2P lending platform industry in mainland China, the joint venture's primary business changed to the operation of debt collection, provision of technical services to internet finance companies in mainland China (collectively "PRC Business"), and P2P lending platform overseas ("Overseas Business").

In December 2018, the PRC Business of the joint venture was affected by the government's intensified regulations and was terminated accordingly; and the financial/business outlook of the Overseas Business of the joint venture was not optimistic after revision. The Group carried out an impairment assessment on the joint venture and determined the recoverable amount of the investment based on the value in use calculation. In respect of the recoverable amount using value in use, the discounted cash flows calculations were based on cash flow projections estimated by management and the key assumptions adopted in such cash flow projections include revenue growth rate and the discounted rate. The estimated sales growth rate within five years adopted in cash flows projection performed by management at the beginning of 2018 ranged from -68% to 117% while the estimated sales growth rate within five years adopted in cash flows projection performed by management at the end of 2018 ranged from -94% to 25%. The discounted rate adopted in the two cash flows projections performed by management was the same as 35%. As the Overseas Business was not optimistic and no positive operating cash inflow was expected, management determined the implied value in use of the joint venture to be zero. As a result, the Group made a full impairment provision of RMB106,019 thousand against the carrying amount of the joint venture. The impairment loss was recognised as impairment of investment accounted for using the equity method in the consolidated statement of comprehensive income for the year ended 31 December 2018.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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14 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD – *continued*

(b) Interests in joint ventures – *continued*

(iii) Management has assessed the level of influence that the Group has on these investments, and determined that it has joint control even though the shareholding varies from 27% to 49% (2018: 27% to 36.11%) because unanimous consent is required from all parties to the agreements for all relevant activities. Consequently, these investments have been accounted for using the equity method and classified as joint ventures.

In the opinion of management, the joint ventures of the Group as at 31 December 2019, are not material to the Group. The joint venture have share capital consisting solely of ordinary shares, which are held directly by the Group; the country of incorporation or registration is also their principal place of business.

	2019 **RMB'000**	2018 RMB'000
Aggregate carrying amount of joint ventures	**3,797**	1,998
Aggregate amounts of the Group's share of:		
(Loss)/profit for the year	**(3,268)**	271
Total comprehensive (loss)/income	**(3,268)**	271

Notes to the Consolidated Financial Statements

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15 PROPERTY AND EQUIPMENT

	Building RMB'000	Decorations RMB'000	Furniture and Office Equipment RMB'000	Server and Other Equipment RMB'000	Motor Vehicles RMB'000	Leasehold Improvement RMB'000	Total RMB'000
Year ended 31 December 2019							
Net book value							
Opening net book amount	170,820	2,472	1,912	8,275	3,103	–	186,582
Additions	–	45	818	1,544	752	1,468	4,627
Change in fair value of owner-occupied property	1,858	–	–	–	–	–	1,858
Reclassified as an investment property on transfer date (Note 17)	(14,420)	–	–	–	–	–	(14,420)
Disposals	–	–	(61)	(537)	–	–	(598)
Depreciation charge (Note 7)	(5,021)	(1,318)	(919)	(3,835)	(1,264)	(359)	(12,716)
Currency translation difference	240	(186)	(1)	6	5	201	265
Closing net book amount	153,477	1,013	1,749	5,453	2,596	1,310	165,598
As at 31 December 2019							
Cost	176,468	14,576	7,059	37,058	6,744	9,625	251,530
Accumulated depreciation	(22,991)	(13,563)	(5,270)	(30,459)	(4,148)	(8,315)	(84,746)
Accumulated impairment	–	–	(40)	(1,146)	–	–	(1,186)
Net book amount	153,477	1,013	1,749	5,453	2,596	1,310	165,598

Notes to the Consolidated Financial Statements

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15 PROPERTY AND EQUIPMENT – *continued*

	Building RMB'000	Decorations RMB'000	Furniture and Office Equipment RMB'000	Server and Other Equipment RMB'000	Motor Vehicles RMB'000	Leasehold Improvement RMB'000	CIP RMB'000	Total RMB'000
Year ended 31 December 2018								
Net book value								
Opening net book amount	160,542	3,548	2,055	8,402	3,468	–	15,429	193,444
Additions	–	322	638	4,081	747	–	–	5,788
Step-acquisition of a subsidiary	–	–	190	–	–	–	–	190
Transferred from construction in progress	14,113	1,316	–	–	–	–	(15,429)	–
Disposals	–	–	(11)	(306)	(55)	–	–	(372)
Depreciation charge (Note 7)	(5,099)	(2,810)	(970)	(3,824)	(1,089)	–	–	(13,792)
Currency translation difference	1,264	96	10	(78)	32	–	–	1324
Closing net book amount	170,820	2,472	1,912	8,275	3,103	–	–	186,582
At 31 December 2018								
Cost	191,215	14,708	6,751	41,819	5,982	7,957	–	268,432
Accumulated depreciation	(20,395)	(12,236)	(4,799)	(32,397)	(2,879)	(7,957)	–	(80,663)
Accumulated impairment	–	–	(40)	(1,147)	–	–	–	(1,187)
Net book amount	170,820	2,472	1,912	8,275	3,103	–	–	186,582

Depreciation and impairment charges were included in the following categories in the statement of comprehensive income:

	Year ended 31 December 2019 RMB'000	2018 RMB'000
Cost of revenue	**1,431**	1,397
Selling and marketing expenses	**1,163**	1,756
Administrative expenses	**4,248**	3,212
Research and development expenses	**5,874**	7,427
	12,716	13,792

Notes to the Consolidated Financial Statements

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16 LEASE

(a) Amount recognised in the balance sheet

The balance sheet shows the following amounts relating to leases:

	As at 31 December 2019 RMB'000	As at 1 January 2019 RMB'000
Right-of-use assets		
Properties	7,373	4,905
Lease liabilities		
Current	3,929	638
Non-current	1,996	288
	5,925	926

Movement of right-of-use assets	Properties RMB'000
Opening balance as at 1 January 2019	4,905
Addition	6,815
Depreciation charges (Note 7)	(4,384)
Currency translation difference	37
Closing balance as at 31 December 2019	7,373

The total additions to the right-of-use assets during the year ended 31 December 2019 were RMB6,815 thousand. Lease liabilities were measured at the present value of the remaining lease payments, discounted using the lessee's weighted average incremental borrowing rate of 4.75%.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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16 LEASE – *continued*

(b) Amount recognised in the consolidated statement of comprehensive income

	Year ended 31 December 2019 RMB'000
Depreciation charge of right-of-use assets (Note 7)	
Properties	**4,384**
Interest expense (Note 10)	**155**
Expense relating to short-term leases and leases of low-value assets not included in lease liabilities (included in cost of revenue and expenses) (Note 7)	**842**
	997

The total cash outflow for leases during the year ended 31 December 2019 was RMB2,960 thousand.

17 INVESTMENT PROPERTIES

	As at 31 December	
	2019 RMB'000	2018 RMB'000
At fair value		
Opening amount	**46,512**	45,319
Transfer from owner-occupied property (i)(Note 15)	**14,420**	–
Net loss from revaluation (Note 8) (iii)	**(5,138)**	(1,098)
Currency translation difference	**797**	2,291
Closing amount	**56,591**	46,512

(i) In August 2019, the Group entered into a 12-year rental agreement to lease its self-owned property located in Shanghai to a third party. Due to the change in use of the property, the Group reclassified the property from "Property and equipment" to "investment properties" with the difference of RMB1,858 thousand between the carrying amount of RMB12,562 thousand and its fair value of RMB14,420 thousand on the transfer date recognised in OCI. The valuation of the investment property was performed by an independent and qualified valuer (see note (iii) below).

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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17 INVESTMENT PROPERTIES – *continued*

(ii) Amounts recognised in the statement of comprehensive income for investment properties:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Lease income	**993**	760
Direct operating expenses related to properties that generated rental income	**(346)**	(295)
	647	465

As at 31 December 2019 and 2018, the Group had no unprovided contractual obligations for future repairs, maintenance or enhancements, and no properties were pledged as security by the Group.

(iii) The Group obtains valuation performed by independent and qualified valuers to determine the fair value of the investment properties as at 31 December 2019. The revaluation gain and loss are included in 'Other gains, net' in the consolidated statement of comprehensive income (Note 8). To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its non-financial assets and liabilities into the three levels prescribed under the accounting standards. An explanation of each level is provided in Note 3.3.

Description	Fair value measurement at 31 December 2019 using			
	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Recurring fair value measurements				
Mokulua Dr Kailua	–	–	24,661	24,661
San Francisco, California	–	17,510	–	17,510
Shanghai, China	–	–	14,420	14,420
	–	17,510	39,081	56,591

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(All amounts in RMB unless otherwise stated)

17 INVESTMENT PROPERTIES – *continued*

(iii)

	Fair value measurement at 31 December 2018 using			
Description	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Recurring fair value measurements				
Mokulua Dr Kailua	–	–	29,354	29,354
San Francisco, California	–	17,158	–	17,158
	–	17,158	29,354	46,512

(iv) Valuation techniques used to determine level 2 and level 3 fair values

At the end of each reporting period, the Group updates their assessment of the fair value of each property, taking into account the most recent independent valuations. The Group determines a property's value within a range of reasonable fair value estimates.

The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available the Group consider information from a variety of sources including:

- current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences
- discounted cash flow projections based on reliable estimates of future cash flows
- capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

For the Group's investment properties, the valuation was determined using the sale comparison approach or the income capitalisation approach. Under the sale comparison approach, sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size, quality of construction and gross living area, etc. The most significant input into this valuation approach is price per square foot. Under the income capitalisation approach, the property's estimated rental income and capitalisation rate are adjusted based on market research.

There were no transfers between Levels 1, 2 and 3 during the year.

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17 INVESTMENT PROPERTIES – *continued*

(v) Fair value measurement using significant unobservable inputs (level 3)

The following table presents the changes in level 3 item for the years ended 31 December 2019 and 2018 for recurring fair value measurements:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Opening balance as at 1 January	**29,354**	29,861
Transfer from owner-occupied property (Note 15)	**14,420**	–
Fair value change recognised in consolidated statement of comprehensive income under 'other gains, net' *	**(5,209)**	(2,028)
Currency translation difference	**516**	1,521
Closing balance as at 31 December	**39,081**	29,354
* includes unrealised losses recognised in profit or loss attributable to balances held at 31 December	**(5,209)**	(2,028)

(vi) Valuation inputs and relationship to fair value

The following table summarises the quantitative information about the significant unobservable inputs used in recurring level 3 fair value measurements (see (iv) above for the valuation techniques adopted):

Description	Fair value at 31 December 2019 RMB'000	Fair value at 31 December 2018 RMB'000	Unobservable inputs	Range of inputs (probability-weighted average) 2019	Range of inputs (probability-weighted average) 2018	Relationship of unobservable inputs to fair value
Mokulua Dr Kailua	**24,661**	29,354	Price per square foot	**US$1,010~ US$1,039**	US$1,221~ US$1,223	The higher the price per square foot, the higher the fair value
Shanghai, China	**14,420**	–	Rental growth rate	**3.00%**	N/A	The higher the rental growth rate, the higher the fair value; The higher the discount rate, the lower the fair value
			Discount rate	**5.74%**	N/A	
	39,081	29,354				

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18 INTANGIBLE ASSETS

	Goodwill RMB'000	Computer Software RMB'000	Domain Name and Technology RMB'000	Customer Resource RMB'000	Platform License and Game License RMB'000	Total RMB'000
Year ended 31 December 2019						
Opening net book amount	233,611	15,277	720	13,394	33,397	296,399
Additions	–	1,597	100	–	–	1,697
Amortisation charge (Note 7)	–	(3,825)	(515)	(5,740)	(2,227)	(12,307)
Currency translation difference	35	2	–	–	–	37
Closing net book amount	233,646	13,051	305	7,654	31,170	285,826
At 31 December 2019						
Cost	255,631	32,419	10,507	17,221	44,528	360,306
Accumulated amortisation	–	(19,368)	(10,202)	(9,567)	(13,358)	(52,495)
Accumulated impairment	(21,985)	–	–	–	–	(21,985)
Net book amount	233,646	13,051	305	7,654	31,170	285,826

	Goodwill RMB'000	Computer Software RMB'000	Domain Name and Technology RMB'000	Customer Resource RMB'000	Platform License and Game License RMB'000	Total RMB'000
Year ended 31 December 2018						
Opening net book amount	29,563	15,712	1,309	–	50,616	97,200
Additions	–	472	200	–	–	672
Step-acquisition of a subsidiary	210,166	3,001	–	17,221	–	230,388
Amortisation charge (Note 7)	–	(3,908)	(805)	(3,827)	(3,990)	(12,530)
Impairment charge (Note 7)	(6,219)	–	–	–	(13,229)	(19,448)
Currency translation difference	101	–	16	–	–	117
Closing net book amount	233,611	15,277	720	13,394	33,397	296,399
At 31 December 2018						
Cost	255,596	32,188	10,294	17,221	70,411	385,710
Accumulated amortisation	–	(15,884)	(9,574)	(3,827)	(20,247)	(49,532)
Accumulated impairment	(21,985)	(1,027)	–	–	(16,767)	(39,779)
Net book amount	233,611	15,277	720	13,394	33,397	296,399

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For the year ended 31 December 2019
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18 INTANGIBLE ASSETS – *continued*

Amortisation and impairment charges were included in the following categories in the statement of comprehensive income:

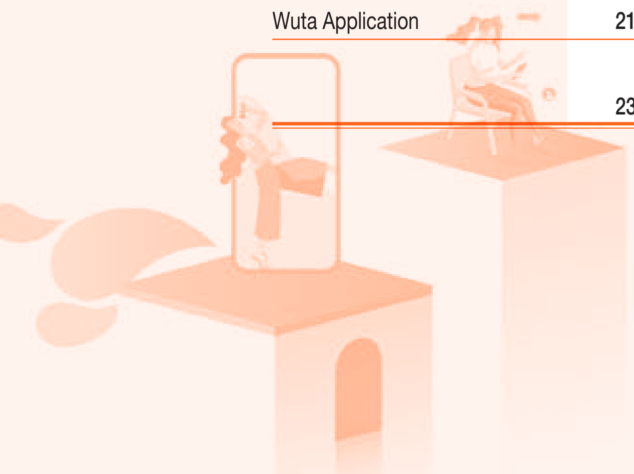
	Year Ended 31 December	
	2019	2018
	RMB'000	RMB'000
Cost of revenue	**5,060**	3,620
Selling and marketing expenses	**5,679**	4,123
Administrative expenses	**188**	23,174
Research and development expenses	**1,380**	1,061
	12,307	31,978

(a) Impairment tests for goodwill

Goodwill is monitored by management at the CGU level, of which Wuta Application belongs to advertising service operating segment while the others belong to online interactive entertainment service operating segment.

The following is a summary of goodwill allocation for each of the CGUs.

2019	Opening	Addition	Disposal	Impairment	Cumulative translation adjustments	Closing
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Sina Show Platform	587	–	–	–	10	597
9158 Platform	1,533	–	–	–	25	1,558
Jinhua Platform	21,325	–	–	–	–	21,325
Wuta Application	210,166	–	–	–	–	210,166
	233,611	–	–	–	35	233,646



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For the year ended 31 December 2019
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18 INTANGIBLE ASSETS – *continued*

(a) Impairment tests for goodwill – *continued*

2018	Opening RMB'000	Addition RMB'000	Disposal RMB'000	Impairment RMB'000	Cumulative translation adjustments RMB'000	Closing RMB'000
Sina Show Platform	503	–	–	–	84	587
9158 Platform	1,516	–	–	–	17	1,533
Jinhua Platform	21,325	–	–	–	–	21,325
Happy Alliance (disposed in 2019)	6,219	–	–	(6,219)	–	–
Wuta Application	–	210,166	–	–	–	210,166
	29,563	210,166	–	(6,219)	101	233,611

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the respective industry in which the CGU operates.

For each of the CGUs with significant amount of goodwill, the key assumptions used for the value-in-use calculations during the years ended 31 December 2019 and 2018 and the recoverable amounts as at 31 December 2019 and 2018 are disclosed as below:

	Year ended 31 December 2019		Year ended 31 December 2018		
	Jinhua Platform	**Wuta Application**	Jinhua Platform	Happy Alliance	Wuta Application
Sales growth rate	**-28%~3%**	**6%~31%**	-15%~3%	-1%~3%	10%~35%
Gross profit margin	**24%**	**63%~72%**	28%	98%~99%	75%~85%
Terminal growth rate	**3%**	**3%**	3%	3%	3%
Pre-tax discount rate	**21.8%**	**30.4%**	19.4%	17.4%	29.6%
Recoverable amount of CGU (RMB'000)	**43,661**	**318,756**	91,521	734	284,893

The budgeted gross profit margins used in the goodwill impairment testing were determined by management based on past performance and its expectation for market development. The expected sales growth rate and gross profit margins are following the business plan approved by the Group. Pre-tax discount rates reflect market assessments of the time value and the specific risks relating to the industry.

As of 31 December 2019, since the recoverable amounts of the CGUs were higher than their carrying amounts, no impairment loss was recognised in 2019. (2018: RMB6,219 thousand).

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For the year ended 31 December 2019
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18 INTANGIBLE ASSETS – *continued*

(a) Impairment tests for goodwill – *continued*

The headroom of each of the CGUs with significant amount of goodwill are shown as belows:

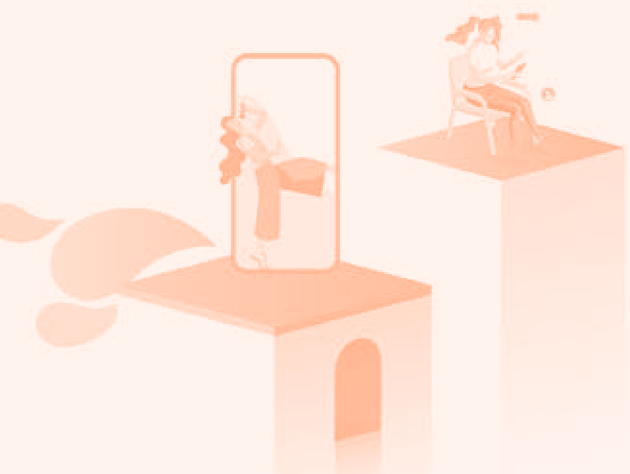
	Year ended 31 December 2019		Year ended 31 December 2018		
	Jinhua Platform	**Wuta Application**	Jinhua Platform	Happy Alliance	Wuta Application
Headroom (RMB'000)	**16,667**	**45,586**	58,369	–	4,166

The Company performs the sensitivity analysis based on the assumption that revenue amount or terminal value or the pre-tax discount rate has been changed. Had the estimated key assumption during the forecast period been changed as below, the headroom would be decreased to as below:

If the sales growth rate used in the value-in-use calculation for the Jinhua Platform and Wuta Application had been 2% lower than management's estimates at 31 December 2019, the recoverable amount of each CGU would have been RMB4,639 thousand and RMB32,770 thousand lower, but no impairment would have been recognised against the amount of goodwill.

If the gross profit margin used in the value-in-use calculation for the Jinhua Platform and Wuta Application had been 5% lower than management's estimates at 31 December 2019, the recoverable amount of each CGU would have been RMB16,046 thousand and RMB31,545 thousand lower, but no impairment would have been recognised against the amount of goodwill.

If the pre-tax discount rate applied to the cash flow projections of the Jinhua Platform and Wuta Application had been 1% higher than management's estimates as at 31 December 2019, the recoverable amount of each CGU would have been RMB1,734 thousand and RMB16,225 thousand lower, but no impairment would have been recognised against the amount of goodwill.



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19 BUSINESS COMBINATION

In December 2017, the Group acquired 13.6% of the equity interest in Shanghai Benqu, a company principally engaged in developing and operating mobile applications of photo and video in the PRC and developing platforms for simultaneous video retouching features, which was accounted for as a financial asset at FVPL as the equity interests can be redeemed if an initial public offering of Shanghai Benqu cannot be achieved within five years since the investment date, at a cash consideration of RMB19,590 thousand. In April 2018, the Group further acquired 66.4% of the equity interests and obtained control of Shanghai Benqu, at a consideration of RMB136,142 thousand in cash and 13,237,995 ordinary shares that were issued on 20 April 2018. In addition, the redeemable equity interest was converted into ordinary shares due to the Group obtained the control of Shanghai Benqu.

As a result, the Group held 80% of the equity interest in Shanghai Benqu. The goodwill of RMB210,166 thousand arose from a number of factors including expected synergies through combining mobile application of photo and video, growth potential, unrecognised assets such as workforce in research and development, daily active users, etc. The goodwill recognised is not expected to be deductible for income tax purposes.

The following table summarises the consideration paid for step-acquisition of Shanghai Benqu, and the amounts of the assets and liabilities acquired at the acquisition date.

	20 April 2018 RMB'000
Consideration	
– Total cash consideration	136,142
– Ordinary shares issued	70,763
Total consideration transferred	206,905
Fair value of equity interest in Shanghai Benqu held before the business combination	31,870
Total consideration	238,775

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For the year ended 31 December 2019
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19 BUSINESS COMBINATION – *continued*

Recognised amounts of identifiable assets acquired and liabilities assumed

Fair value

	20 April 2018 RMB'000
Cash and cash equivalents	2,014
Trade receivables	2,543
Prepayment and other receivables	1,328
Financial assets at FVPL	15,082
Property and equipment	190
Intangible assets (i)	
– Computer and mobile software	3,001
– Customer resource	17,221
Trade payables	(213)
Other payables and accruals	(349)
Deferred income tax liabilities (i)	(5,056)
Total identifiable net assets	35,761
NCI (iii)	(7,152)
Goodwill	210,166
Total purchase consideration	238,775
Acquisition-related costs (included in administrative expenses in the consolidated statement of comprehensive income for the year ended 31 December 2018)	115

	20 April 2018 RMB'000
Outflow of cash to acquire business, net of cash acquired	
– Cash consideration	136,142
– Cash and cash equivalents in subsidiary acquired	(2,014)
Cash outflow on acquisition	134,128
Payables for acquisition of subsidiary	–
Net cash outflow	134,128

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For the year ended 31 December 2019
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19 BUSINESS COMBINATION – *continued*

(i) Acquisition date fair value of the ordinary shares issued

The fair value of the 13,237,995 ordinary shares issued as part of the consideration of RMB70,763 thousand paid for Shanghai Benqu was based on the published share price on 20 April 2018.

(ii) Acquisition date fair value of the previously held equity interest

The Group recognised a gain of RMB11,906 thousand as a result of measuring its 13.6% equity interest in Shanghai Benqu held before the business combination at fair value. The gain is included in "Other gains, net" in the Group's consolidated statement of comprehensive income for the year ended 31 December 2018.

(iii) Fair value of acquired identifiable intangible assets

The fair value of the acquired self-developed mobile photo and video application and daily active users, amounting to RMB20,222 thousand is recognised upon the acquisition based on valuations for these assets. Deferred income tax liabilities of RMB5,056 thousand has been provided in relation to these fair value adjustments.

(iv) NCI

The Group has chosen to recognise the NCI at proportionate share of net assets for this acquisition.

(v) Revenue and profit contribution

The acquired business contributed revenues of RMB30,678 thousand and net profit of RMB5,561 thousand to the Group for the period from the acquisition date to 31 December 2018.

(vi) The fair value of the identifiable intangible acquired was estimated by applying the income approach. This is a level 3 fair value measurement, of which the key assumptions are set out as follow:

Discount rate	25.4%
Remaining useful life	3 years
Attrition rate	33.3%
Contributory asset charge rate	3.3%-25.4%
Sales growth rate	6.1%-51.2%
Gross profit margin	96.8%

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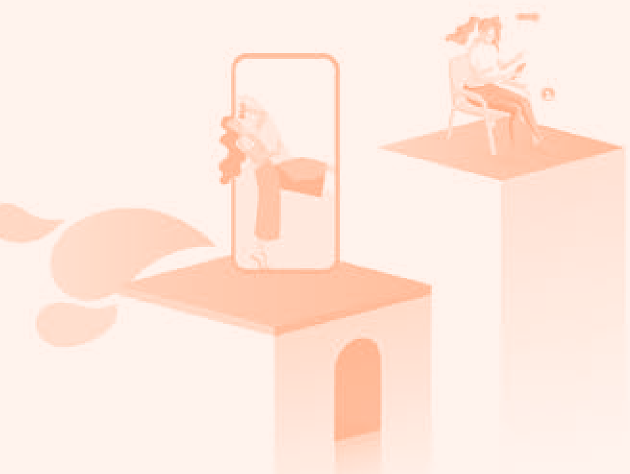
20 FINANCIAL INSTRUMENTS BY CATEGORY

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Assets as per balance sheet		
Financial assets at amortised cost:		
– Trade receivables	**27,068**	64,298
– Other receivables (excluding prepaid expenses)	**78,166**	98,338
– Cash and cash equivalents	**1,033,006**	432,588
– Term deposits with initial term over 3 months	**106,419**	112,318
Financial assets at fair value:		
– Financial assets at FVPL	**1,674,273**	1,746,412
	2,918,932	2,453,954
Liabilities as per balance sheet		
Financial liabilities at amortised cost:		
– Trade payables	**2,477**	5,049
– Other payables and accruals (excluding accrued payroll, government grant and other tax liabilities)	**22,355**	33,380
– Lease liabilities	**5,925**	–
– Redemption liabilities	**311,451**	–
	342,208	38,429



Notes to the Consolidated Financial Statements

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21 TRADE RECEIVABLES

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Third parties	**28,000**	64,956
Less: allowance for impairment of trade receivables	**(932)**	(800)
Third parties, net	**27,068**	64,156
Amount due from related parties (Note 36(c))	**–**	142
	27,068	64,298

(a) **Ageing analysis based on recognition date of the gross trade receivables at the respective balance sheet dates are as follows:**

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
0-90 days	**20,381**	62,617
91-180 days	**4,917**	1,269
181-365 days	**1,464**	230
Over 1 year	**1,238**	982
	28,000	65,098

(b) **The carrying amount of the Group's gross trade receivables are denominated in the following currencies:**

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
RMB	**24,715**	58,355
US$	**3,285**	6,743
	28,000	65,098

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21 TRADE RECEIVABLES – *continued*

(c) Movements on the Group's allowance for impairment of trade receivables are as follows:

	2019 RMB'000	2018 RMB'000
As at 1 January	**800**	1,953
Provision for receivables impairment (Note 3.1(b))	**132**	–
Receivables written off during the year as uncollectible	**–**	(653)
Reversal of provision for receivables impairment (Note 3.1(b))	**–**	(500)
As at 31 December	**932**	800

(d) Fair value of trade receivables

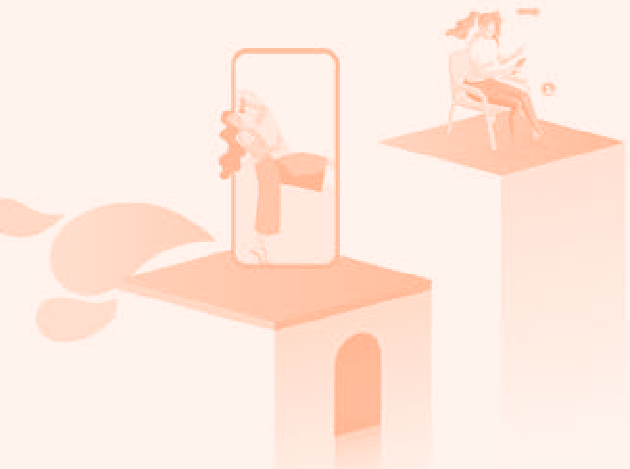
As at 31 December 2019 and 2018, due to the short-term nature of the current receivables, their carrying amount is considered to approximate their fair value.

(e) Impairment and risk exposure

Beginning from 1 January 2018, the Group applies the simplified approach permitted by IFRS9, which requires the expected lifetime losses to be recognised from initial recognition of the assets. This provisions matrix is determined based on historical observed default rates over the expected life of trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates.

The historical observed default rates are updated and changes in the forward-looking estimates are analysed at year end. For the years ended 31 December 2019 and 2018, loss allowance made against the gross amounts of trade receivables were insignificant, and provision matrix is not presented.

Information about the impairment of trade receivables and the Group's exposure to credit risk and interest rate risk can be found in Note 3.



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22 PREPAYMENTS AND OTHER RECEIVABLES

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Included in non-current assets		
Refundable prepayments for purchase of investments (a)	**20,630**	97,498
Loans to employees	**10,894**	8,121
Deposit for purchase of property (b)	**5,000**	–
Prepayments for purchase of land use right (b)(c)	**6,173**	55,620
Deposit for purchase of land use right (b)	**–**	5,562
Long-term prepayments for game licenses and others, net	**179**	1,777
Others	**–**	8,400
	42,876	176,978
Less: provision for impairment (g)	**(12,957)**	(102,149)
	29,919	74,829
Included in current assets		
Loans to third parties (e)	**17,044**	8,411
Loan to related parties (d) (Note 36(c))	**13,360**	7,134
Loan to employees	**211**	11,085
Loan to customers (f)	**2,962**	–
Receivable from disposal of subsidiaries	**4,855**	29,260
Receivable from disposal of investments accounted for using the equity method	**4,708**	10,258
Receivables from disposal of financial assets at FVPL	**1,436**	–
Receivable from disposal of prepayments on potential investment	**3,800**	4,800
Refundable prepayment for potential investments (a)	**–**	7,909
Prepaid promotion expenses	**5,575**	5,398
Deferred commission charges	**–**	4,335
Advance to suppliers	**1,027**	5,421
Deposit	**1,658**	667
Insurance fees	**3,266**	3,314
Individual income tax of RSUs	**14,079**	22,461
Prepaid rental and property management fee	**257**	2,831
VAT-in, not certified	**1,261**	2,619
Others	**6,612**	4,097
	82,111	130,000
Less: provision for impairment (g)	**(11,397)**	(27,078)
	70,714	102,922
	100,633	177,751

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22 PREPAYMENTS AND OTHER RECEIVABLES – *continued*

(a) The Group entered into a series of prospective investment agreements with refundable terms if investments agreements failed to be reached. If the investment agreements are more likely than not to be reached based on management's intention and estimates, the prepayments are classified as non-current assets. In October and November 2019, the Group aggregately paid USD1,100 thousand (approximately RMB7,673 thousand) to purchase 19.3% Class-A common shares of an unlisted company engaged in the provision of banking and financial services overseas, and recorded it as a refundable prepayment for investment, as the transaction was not completed until March 2020.

As of 31 December 2019, management performed impairment assessment on the prepayments for investments, including the ageing of the refundable prepayments, the current financial status of the selling shareholder, as well as probability of future collection of the prepayments. As a result, an impairment of RMB9,080 thousand was recognised against certain prepayment for an investment due to the inherent uncertainty of future collection (2018: RMB93,749 thousand). The net amount of the refundable prepayments for investments as of 31 December 2019 was RMB7,673 thousand (31 December 2018: RMB3,749 thousand).

(b) In June 2018, Tonggu, one of the Company's subsidiary, paid the government RMB55,620 thousand to purchase use right of certain land in Gongshu District, Hangzhou. To guarantee timely completion of the Hangzhou Innovation Industrial Housing Project (the "Project") on the land, the Group paid a deposit amounting to RMB5,562 thousand (10% of the total price) to the government. In June 2019, the Group obtained the certificate for state-owned land use right and transferred the prepayment of RMB55,620 thousand into land use right.

In second half of 2019, the Group changed its original land development plan. In December 2019, the Group entered into a share transfer agreement with a third party to dispose its 100% equity interest in Tonggu for a cash consideration of RMB67,181 thousand, resulting in a gain of RMB8,215 thousand (Note 5(f)). Accordingly, the land use right and the deposit were transferred to the buyer. As at 31 December 2019, RMB5,000 thousand was paid by the Group as a refundable deposit to the third party buyer to purchase certain property from it when the Project is completed.

(c) During the year ended 31 December 2019, the Group entered into agreements with some lessors to lease certain land overseas at a total consideration of US$5,899 thousand. As at 31 December 2019, 15% of the total consideration, amounting to US$885 thousand (approximately RMB6,173 thousand) had been paid to an escrow account.

In August 2019, a lawsuit was lodged by a third party against one of the lessors and the Group alleging that it has the right to lease the lands based on the option agreement entered into with the lessor. As it is not practical to estimate the potential effect of this lawsuit, the Group recorded the consideration paid of RMB6,173 thousand as prepayments and other receivables (Note 37).

22 PREPAYMENTS AND OTHER RECEIVABLES – *continued*

(d) The balance represents the loans lent by the Group to related parties with terms within 1 year and interest rates ranging from 3% to 8% per annum. During the year ended 31 December 2019, an impairment of RMB2,997 thousand (2018: RMB5,389 thousand) was recognised against the loan to a related party primarily due to the adverse change in its underlying business and an impairment provision of RMB5 thousand was reversed on the loan to another related party when the repayment of the loan was received by the Group in 2019.

(e) The balance represents the loans lent by the Group to third-party companies with terms within 1 year and interest rates ranging from 8% to 14% per annum. During the year ended 31 December 2019, a reversal of impairment of RMB649 thousand was recognised due to repayment from third parties.

During the year ended 31 December 2019, the Group entered into business cooperation agreement with a third party online cell phone lease company (the "Lease Company"). The Group paid RMB5,002 thousand to the supplier under the Lease Company's instruction, and in return, the Group is entitled to a fixed interest rate on the amount paid from Lease Company under any circumstances. As of 31 December 2019, the Group recorded the amount of RMB4,427 thousand paid for the purchase of the cell phones as loan to third parties.

(f) The balance represents the loans lent by the Group to individual customers in Hong Kong with terms within 1 year and interest rate ranging from 4% to 5% per month. During the year ended 31 December 2019, an impairment of RMB395 thousand was recognised according to impairment assessment based on expected credit loss model.

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22 PREPAYMENTS AND OTHER RECEIVABLES – *continued*

(g) Impairment and risk exposure

The movement of loss allowance for prepayments and other receivables are set out as below:

	Impairment on other receivables			Impairment on prepaid expenses	Total
	Refundable prepayments for purchase of investments RMB'000	Loans to related parties, third parties and customers RMB'000	Total impairment on other receivables RMB'000	RMB'000	RMB'000
Opening loss allowances as at 1 January 2019	101,658	12,800	114,458	14,769	129,227
Increase in the allowance	9,080	3,392	12,472	–	12,472
Reversal of allowance (Note 23(a))	(38,842)	(654)	(39,496)	–	(39,496)
Write off	(59,098)	(4,200)	(63,298)	(14,795)	(78,093)
Currency translation difference	159	59	218	26	244
Closing loss allowance as at 31 December 2019	**12,957**	**11,397**	**24,354**	**–**	**24,354**
Opening loss allowances as at 1 January 2018	7,817	4,200	12,017	11,130	23,147
Increase in the allowance	93,749	8,600	102,349	3,639	105,988
Currency translation difference	92	–	92	–	92
Closing loss allowance as at 31 December 2018	101,658	12,800	114,458	14,769	129,227

For other receivables (excluding prepaid expenses), management makes periodic collective assessment as well as individual assessment on the recoverability of other receivables. Note 3.1 sets out information about the impairment of financial assets and the Group's exposure to the risk.

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For the year ended 31 December 2019
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22 PREPAYMENTS AND OTHER RECEIVABLES – *continued*

(h) The carrying amount of the Group's net financial other receivables are denominated in the following currencies:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
RMB	**52,759**	57,089
US$	**13,928**	6,437
HK$	**11,479**	34,812
	78,166	98,338

23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Included in non-current assets		
Financial assets at FVPL		
Unlisted equity investments (a)	**491,122**	471,844
Investments in venture capital funds (b)	**394,243**	356,352
Contingent consideration (a(iii))	**–**	36,404
Investments in REIT access fund (c)	**41,973**	–
Structured notes (d)	**–**	9,941
	927,338	874,541
Included in current assets		
Financial assets at FVPL		
Investments in wealth management products (e)	**725,410**	871,871
Structured notes (d)	**16,525**	–
Income trust investment (f)	**5,000**	–
	746,935	871,871
	1,674,273	1,746,412

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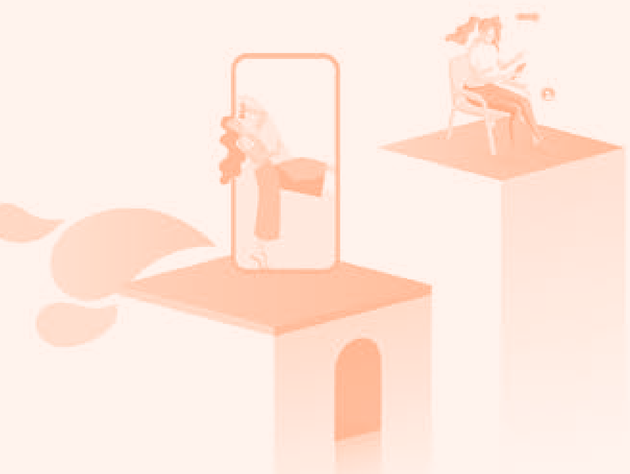
23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(a) Unlisted equity investments

This represents the Group's investments in unlisted equity interests. Set out below are the movements of the Group's unlisted equity investments as at 31 December 2019 and 2018:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Opening balance as at 1 January	**471,844**	332,862
Additions (i)	**68,411**	30,936
Disposals	**(3,158)**	(58,951)
Disposal of a subsidiary (Note 5)	**(5,727)**	–
Dividend received	**(2,445)**	(2,059)
Fair value change recognised in profit or loss (ii)(iii) (Note 8)	**(40,748)**	148,210
Dividend income	**2,445**	2,059
Other change	**–**	18,228
Currency translation difference	**500**	559
Closing balance as at 31 December	**491,122**	471,844



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For the year ended 31 December 2019

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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(a) Unlisted equity investments – *continued*

(i) During the year ended 31 December 2014, the Group paid RMB70,000 thousand to subscribe for 5% equity interest of potential investment in certain unlisted company which was engaged in online games. The amount was recorded as a refundable prepayment for purchase of investments under "prepayments and other receivables". As of 31 December 2018, management performed impairment assessment on the refundable prepayments of investment, including the ageing of the refundable prepayment as well as probability of collection of the prepayment of the investments in the future. As a result, an impairment of RMB70,000 thousand against the refundable prepayment for investment was recognised mainly due to the inherent uncertainty of the future collection.

In June 2019, with the support from the selling shareholder and the invested company, the Group completed the shareholder registration of this investment and legally became the shareholder of 5% equity interest in the unlisted company. Therefore, the impairment of the refundable prepayment of the investment was reversed to the recoverable amount of RMB38,842 thousand (Note 22) and the prepayment was classified as a financial asset at FVPL at the fair value of RMB38,842 thousand.

In August 2019, the Group paid USD1,408 thousand (approximately RMB9,956 thousand) to subscribe for 20% equity interest of an overseas office building rental company. In September 2019, the Group entered into an agreement to subscribe for 10% equity interest of an overseas real-estate development company at a total consideration of approximately US$2,792 thousand. As at 31 December 2019, the Group had paid US$1,372 thousand (approximately RMB9,707 thousand), and the remaining consideration to be paid had been recognised as a liability of RMB9,906 thousand (Note 31). Given that the Group was not involved in the management of these unlisted companies and the investments were solely for asset appreciation purpose, the Group does not consider it has significant influence over this company, therefore, the Group recognised these investments as financial assets at FVPL.

(ii) During the year ended 31 December 2019, the Group disposed of certain unlisted equity investments, with a total loss of approximately RMB2,588 thousand. These unlisted companies were mainly engaged in investment management, online marketing and promotion and provision of technical service in mainland China.

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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(a) Unlisted equity investments – *continued*

(iii) In December 2016, the Group acquired 27% equity interests of Jinhua Yibo Network Technology Co., Ltd. ("Yibo") and Yibo International (Macau) Co., Ltd. (collectively "Yibo Group"), an independent third party group engaged in operation of web-based and mobile casual games for a total consideration of RMB63,000 thousand. In May 2018, the Group, the founder and the other shareholders of Yibo (collectively "Selling Shareholders") entered into an agreement to dispose 20% equity interest to a third party (the "Buyer"), including 4.5% equity interest in Yibo held by the Group (the "Disposal").

The Disposal was executed at a cash consideration of RMB40,500 thousand and an additional cash consideration of up to RMB253,575 thousand which may be received from 2019 to 2021. The additional consideration will be received in the event that i) certain pre-determined net profit of 2018, 2019 and 2020 is achieved by Yibo, or ii) in the event that the pre-determined net profit is not achieved, the Buyer exercise the option to ask the founder of Yibo to make the compensation to the Buyer and then continued the execution of the agreement, or request the founder and the other shareholders of Yibo to buy back all of the 20% equity interests at original purchase price and then terminate the agreement (the "Option"). The Group had no obiligation to buy back the 4.5% equity interest in Yibo.

The Group received the aforementioned cash consideration of RMB40,500 thousand and recognised a gain of RMB36,750 thousand upon completion of the disposal. As of 31 December 2018, the fair value of the potential amount of all future cash collection was recognised as contingent consideration at the estimated amount to be RMB36,404 thousand by calculating the present value of future expected cash flows based on a risk-adjusted discount rate and the probability of cash collection, including the probability of exercising the Option by the Buyer. The settlement date of the additional consideration from 2019 to 2021 was no later than 15 May each year. Yibo did not achieve the 2018 net profit that was pre-determined in the original agreement. In May 2019, the Buyer and Selling Shareholders entered into an agreement to amend the settlement date of the additional consideration in 2019 from 15 May 2019 to 15 December 2019.

In December 2019, the Buyer decided to exercise the option to terminate the original agreement and required the founder and the other shareholders of Yibo (except the Group) to repurchase its 20% equity interest in Yibo. Upon the termination of the agreement, the Group derecognised its contingent consideration and recognised a fair value loss of RMB36,404 thousand (Note 8).

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For the year ended 31 December 2019

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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(a) Unlisted equity investments – *continued*

(iii) For the year ended 31 December 2019, the Group aggregately recognised a fair value gain of RMB2,774 thousand for the remaining 22.5% equity interest in Yibo (for the year ended 31 December 2018: a fair value gain of RMB 186,691 thousand). The fair value of the Group's investment in Yibo Group was RMB247,921 thousand as at 31 December 2019 (31 December 2018: RMB 245,147 thousand).

An aggregate fair value loss of RMB40,934 thousand was recognised on the carrying amount of certain unlisted equity investments during the year ended 31 December 2019. These unlisted companies were principally engaged in the operation of mobile casual game, provision of technical service to financial companies, and computer software development. Management identified significant adverse changes in the financial/business outlook of these companies after revision, thus the fair value of these investments were determined based on the discounted cash flow, which are expected to be realised based on the financial status and business plans of the related investees.

Information about the methods and assumptions used in determining fair value is provided in Note 3.3.

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For the year ended 31 December 2019
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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(b) Investment in venture capital funds

This represents the Group's investments in certain venture capital funds as a limited partner. The Group holds interests ranging from 1.2% to 30% as passive investors in these funds. The nature and purpose of these venture capital funds are to generate fees from managing assets on behalf of investors. These vehicles are financed through issuing units to investors. The Group's maximum exposure to loss is limited to the carrying amount of the interests held by the Group.

Set out below are the movements of the Group's investments in venture capital funds as at 31 December 2019 and 2018:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Opening balance as at 1 January	**356,352**	298,958
Additions (i)	**8,750**	59,575
Repayment of investments (ii)	**(12,508)**	(18,810)
Dividend received (ii)	**(429)**	(15,455)
Fair value change recognised in profit or loss (Note 8)	**37,453**	8,463
Dividend income (ii)	**429**	15,455
Currency translation difference	**4,196**	8,166
Closing balance as at 31 December	**394,243**	356,352

(i) During the year ended 31 December 2019, the Group entered into an agreement to subscribe for interests in certain venture capital fund at a cash consideration of RMB25,000 thousand as a limited partner. The Group didn't have control over or significant influence on the fund, and thus classified the investment as financial assets at FVPL. The fund was established to invest in start-up companies mainly engaged in information technology industry and to obtain capital appreciation and investment income. As at 31 December 2019, the Group had paid RMB8,750 thousand to the fund.

(ii) During the year ended 31 December 2019, the Group received a cash payment of RMB12,937 thousand from certain venture capital funds, including the return of investment principal of RMB12,508 thousand and a dividend income of RMB429 thousand.

(c) Investment in REIT access fund

This represents the Group's investment in REIT access fund, which was offered by an internationally reputable financial institution for investors to indirectly invest in a real estate income trust. During the year ended 31 December 2019, the Group aggregately paid US$6,000 thousand (approximately RMB42,140 thousand) to purchase certain units of this fund and recognised a fair value gain of RMB117 thousand during this reporting period.

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For the year ended 31 December 2019
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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(d) Structured notes

This represents the Group's investments in structured notes. These financial assets provide a potential return determined at the pre-determined interest rate or linked to the price of certain listed equity securities at the predetermined valuation day in future. Set out below are the movements of the Group's structured notes as at 31 December 2019 and 2018:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Structured notes		
Opening balance as at 1 January	**9,941**	15,518
Additions	**14,098**	14,458
Disposals	**(8,584)**	(21,285)
Fair value gain/(loss) recognised in profit or loss (Note 8)	**951**	(251)
Currency translation difference	**119**	1,501
Closing balance as at 31 December	**16,525**	9,941

(e) Wealth management products

This represents RMB-denominated wealth management products with interest rates ranging from 2.8% to 4.5% per annum (2018: from 2.6% to 4.9% per annum) and maturity period within 1 year or revolving terms. These wealth management products are offered by large state-owned or reputable financial institutions in the PRC.

As at 31 December 2019, the Group held 57 (2018: 66) wealth management products, representing about 21% (2018: 28%) of the Group's total assets. The Group's investment costs in these wealth management products were RMB712,570 thousand (2018: RMB859,630 thousand).

For the year ended 31 December 2019, the Group recorded an aggregate gain of approximately RMB39,470 thousand (2018: RMB39,566 thousand), which included realised and unrealised gain. None of the carrying amount of wealth management products that the Group subscribed with certain commercial banks was over 5% of the Group's total assets as at 31 December 2019.

The Group's daily operation has been generating significant cash reserves. In line with the Group's treasury policy, the Group has the option of placing such funds into fixed term time deposits or similar form of wealth management products. For a long period of time, the Group has been utilising its idle funds to subscribe for wealth management products through internet banking from commercial banks in order to earn the gains from investments. Having considered that the wealth management products are offered by large state-owned or reputable financial institutions in the PRC and have low investment risk and are highly flexible in terms of withdrawal and purchase, management thought that the placement of idle funds into such products were entered into on normal commercial terms, in the ordinary course of the Group's business are in the interest of the Group and its Shareholders.

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23 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS – *continued*

(f) Income trust investment

This represents the Group's income trust investment with expected rate of return of 8.4% per annum and maturity period within 13 months. During the year ended 31 December 2019, the Group aggregately paid RMB5,000 thousand to purchase the units of the trust and recognised a fair value gain of RMB167 thousand. A cash payment of investment income amounting to RMB167 thousand had been received by the Group by the end of the year.

(g) Fair value and risk exposure

Information about the methods and assumptions used in determining fair value is provided in Note 3.3.

The carrying amount of the Group's financial assets at FVPL are denominated in the following currencies:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
RMB	**1,367,166**	1,526,023
US$	**307,107**	220,389
	1,674,273	1,746,412

24 TERM DEPOSITS WITH INITIAL TERM OVER 3 MONTHS

An analysis of the Group's and Company's term deposits denominated in RMB, HK$ and US$ with initial term over 3 months as at 31 December 2019 and 2018 are listed as below:

	As at December 31	
	2019	2018
	RMB'000	RMB'000
Current		
RMB term deposits	**106,419**	–
US$ term deposits	**–**	112,318
	106,419	112,318

The interest rate for the term deposits of the Group with initial term over 3 months as at 31 December 2019 ranges from 3.70% to 3.75% per annum (2018: from 2.77% to 2.96% per annum).

Management considered that the carrying amount of the term deposits with initial term over 3 months approximated their fair value as at 31 December 2019 and 2018.

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25 CASH AND CASH EQUIVALENTS

	As at December 31	
	2019	2018
	RMB'000	RMB'000
Current		
Cash at bank and on hand	**500,415**	300,250
Short-term bank deposits (a)	**517,070**	103,751
Cash at other financial institutions (b)	**15,521**	28,587
	1,033,006	432,588
Total cash and cash equivalents	**1,033,006**	432,588
Maximum exposure to credit risk	**1,033,006**	432,588

(a) The short-term bank deposits represent the term deposit with original maturity within 3 months that are denominated in RMB. The interest rate of these deposits for the year ended 31 December 2019 was from 1.92% to 2.61% per annum (2018: from 1.72% to 3.9% per annum).

(b) As at 31 December 2019, RMB15,521 thousand (2018: RMB28,587 thousand) are held in a depositary bank account.

(c) Cash and cash equivalents are denominated in the following currencies:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
RMB	**339,223**	219,193
US$	**512,592**	106,452
HK$	**177,678**	103,388
JPY	**3,513**	3,555
	1,033,006	432,588

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26 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR RSU SCHEME AND TREASURY STOCK

	Number of Shares	Share capital		Share premium	Shares held for RSU Scheme	Treasury stock
		US$'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2019	1,274,919,662	127.47	789	1,828,683	–	(25,469)
Employees share option scheme and restricted share units ('RSU') schemes:						
– proceeds from shares issued (a)	3,186,500	0.32	2	863	–	–
– vest and transfer of RSUs	–	–	–	(7)	7	–
Issue of shares held for RSU schemes	10,000,000	1.00	7	–	(7)	–
Repurchase of ordinary shares (b)	–	–	–	–	–	(43,369)
Cancellation of ordinary shares (b)	(28,996,000)	(2.90)	(18)	(68,820)	–	68,838
At 31 December 2019	1,259,110,162	125.89	780	1,760,719	–	–

	Number of Shares	Share capital		Share premium	Shares held for RSU Scheme	Treasury stock
		US$'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2018	1,273,268,035	127.31	787	1,952,499	(6)	–
Employees share option scheme and restricted share units ('RSU') schemes:						
– proceeds from shares issued (a)	14,537,632	1.45	10	6,738	–	–
– vest and transfer of RSUs	–	–	–	(6)	6	–
Repurchase of ordinary shares (b)	–	–	–	–	–	(152,251)
Cancellation of ordinary shares (b)	(26,124,000)	(2.61)	(16)	(126,766)	–	126,782
Step-acquisition of a subsidiary	13,237,995	1.32	8	70,755	–	–
Appropriation of final dividends (Note 13)	–	–	–	(74,537)	–	–
At 31 December 2018	1,274,919,662	127.47	789	1,828,683	–	(25,469)

Notes to the Consolidated Financial Statements

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26 SHARE CAPITAL, SHARE PREMIUM, SHARES HELD FOR RSU SCHEME AND TREASURY STOCK – *continued*

(a) Employees share option plan: options exercised during the year ended 31 December 2019 resulted in 3,186,500 ordinary shares being issued (2018: 14,537,632 ordinary shares), with exercise proceeds of approximately RMB865 thousand (2018: RMB6,748 thousand). The related weighted average price at the time of exercise was HK$2.15.

(b) During the year ended 31 December 2018, the Group repurchased a total of 34,882,000 ordinary shares from The Stock Exchange of Hong Kong Limited. The total amount paid to repurchase these ordinary shares was HK$177,179 thousand (approximately RMB152,251 thousand). As at 31 December 2018, 26,124,000 out of the repurchased ordinary shares had been cancelled and deducted from the share capital and share premium within shareholders' equity and the remaining 8,758,000 shares were recorded as treasury stock at the repurchase cost of RMB25,469 thousand.

During the year ended 31 December 2019, the Group repurchased a total of 20,238,000 ordinary shares from The Stock Exchange of Hong Kong Limited. The total amount paid to repurchase these ordinary shares was HK$49,985 thousand (approximately RMB43,369 thousand).

As at 31 December 2019, all of the repurchased ordinary shares had been cancelled and deducted from the share capital and share premium within shareholders' equity.

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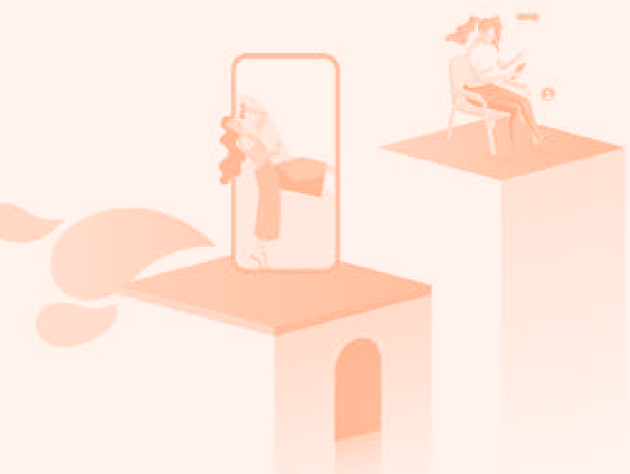
27 OTHER RESERVES

	Statutory Reserves RMB'000	Share-based Compensation Reserve RMB'000	Translation Differences RMB'000	Change in the fair value of owner-occupied property RMB'000	Changes in ownership interests in subsidiaries without change of control RMB'000	Others RMB'000	Total RMB'000
Opening balance at 1 January 2019	147,660	241,743	119,044	–	–	2,218	510,665
Employees share option scheme and restricted share units schemes:							
– value of employee services (Note 9) (Note 28(c))	–	17,377	–	–	–	–	17,377
Change in fair value of owner-occupied property (Note 15) (Note 33)	–	–	–	1,579	–	–	1,579
Changes in ownership interests in subsidiaries without change of control (Note 5)	–	–	–	–	151,406	–	151,406
Recognition of redemption liabilities in respect of put options granted to NCI (Note 5) (Note 32)	–	–	–	–	(335,677)	–	(335,677)
Derecognition of redemption liabilities (Note 5)	–	–	–	–	24,226	–	24,226
Disposal of subsidiaries (Note 5)	(101)	–	–	–	–	(405)	(506)
Profit appropriations to statutory reserves (a)	10,933	–	–	–	–	–	10,933
Currency translation differences	–	–	13,814	–	–	–	13,814
At 31 December 2019	158,492	259,120	132,858	1,579	(160,045)	1,813	393,817



Notes to the Consolidated Financial Statements

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27 OTHER RESERVES – *continued*

	Statutory Reserves RMB'000	Share-based Compensation Reserve RMB'000	Translation Differences RMB'000	Change in the fair value of owner-occupied property RMB'000	Change in the value of available-for-sale financial assets RMB'000	Others RMB'000	Total RMB'000
Opening balance at 1 January 2018	127,297	229,637	85,916	–	124,892	2,218	569,960
Change in accounting policy	–	–	–	–	(124,892)	–	(124,892)
Restated balance as at 1 January 2018	127,297	229,637	85,916	–	–	2,218	445,068
Employees share option scheme and restricted share units schemes:							
– value of employee services (Note 9) (Note 28(c))	–	12,106	–	–	–	–	12,106
Profit appropriations to statutory reserves (a)	20,363	–	–	–	–	–	20,363
Currency translation differences	–	–	33,128	–	–	–	33,128
At 31 December 2018	147,660	241,743	119,044	–	–	2,218	510,665

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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27 OTHER RESERVES – *continued*

(a) In accordance with the Company Law in the PRC and Articles of Association of the companies incorporated in the PRC now comprising the Group, i.e. the PRC Operating Entities, it is required to appropriate 10% of the annual net profits of the PRC Operating Entities, after offsetting any prior years' losses as determined under the PRC accounting standards, to the statutory surplus reserve fund before distributing any net profit. When the balance of the statutory surplus reserve fund reaches 50% of the registered capital of the PRC Operating Entities, any further appropriation is at the discretion of shareholders. The statutory surplus reserve fund can be used to offset prior years' losses, if any, and may be capitalised as capital, provided that the remaining balance of the statutory surplus reserve fund after such issue is no less than 25% of registered capital.

In addition, in accordance with the Law of the PRC on Enterprises with Foreign Investments and the stipulated provisions in the Articles of Association of Hangzhou Tiange, Zhejiang Tiange, Star Power and Tianyue appropriation from net profits (after offsetting accumulated losses brought forward from prior years) should be made by these wholly-foreign owned subsidiaries to their reserve funds. The percentage of net profit to be appropriated to the reserve fund is not less than 10% of the net profit. When the balance of the reserve fund reaches 50% of the registered capital, such transfer is not needed.

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28 SHARE-BASED PAYMENTS

(a) Share options

Pre-IPO Share Option Scheme

On 9 December 2008, the Board of Directors of the Company approved Pre-IPO Share Option Scheme that provides for granting options to eligible directors and employees (collectively, the 'Grantees') to acquire ordinary shares of the Company at an exercise price as determined by the Board at the time of grant. Upon the Pre-IPO Share Option Scheme, the Board of Directors authorized and reserved 11,000,000 ordinary shares for the issuance.

The Pre-IPO Share Option Scheme was amended on 21 October 2011 to increase the aggregate number of ordinary shares available for issuance thereunder by 2,000,000 ordinary shares from 11,000,000 ordinary shares to 13,000,000 ordinary shares.

On 22 May 2014, the Pre-IPO Share Options Scheme was amended to decrease the aggregate number of ordinary share available for issuance thereunder by 4,154,425 ordinary shares from 13,000,000 ordinary shares to 8,845,575 ordinary shares.

On 9 July 2014, the Company consummated its IPO on the Main Board of The Stock Exchange of Hong Kong Limited. Upon the consummation of the IPO, all the then outstanding share options granted under the Pre-IPO Share Options Scheme are adjusted on a one-to-ten basis.

All the share options authorised by the Pre-IPO Share Option Scheme are only exercisable until the occurrence of the earliest of any of the trigger events ('Trigger Event'): the Initial Public Offering; a change in control in which the successor entity has equity securities publicly traded on an internationally-recognised stock exchange; and upon such date that the Option may be legally exercised pursuant to Applicable Law, as evidenced by a legal opinion provided to and approved by the Board. All share options granted will be expired after 10 years from the vesting commencement date.

Subject to the Grantee continuing to be a service provider, 25% of these options were vested on the specified vesting commencement date or the first anniversary of the specified vesting commence date. Since then, the options were vested over 3 years in monthly equal proportion.

The Group has no legal or constructive obligations to repurchase or settle the options in cash.

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28 SHARE-BASED PAYMENTS – *continued*

(a) Share options – *continued*

Post-IPO Share Option Scheme

On 16 June 2014, the Board of Directors of the Company approved Post-IPO Share Option Scheme that provides for granting options to eligible directors and employees (collectively, the 'Grantees') to acquire ordinary shares of the Company at an exercise price as determined by the Board at the time of grant. The Post-IPO Share Option Scheme will be valid and effective for a period of 10 years, commencing from 9 July 2014.

In respect of Post-IPO Option Scheme, the exercise price shall not be less than the higher of: (i) the closing price of the Shares on the Hong Kong Stock Exchange as stated in the Hong Kong Stock Exchange's daily quotations sheet on the Offer Date; (ii) the average closing price of the Shares on the Hong Kong Stock Exchange as stated in the Hong Kong Stock Exchange's daily quotations sheets for the five trading days immediately preceding the Offer Date; and (iii) the nominal value of the Shares. In addition, any Option shall be vested on an Option-holder immediately upon his acceptance of the offer of Options provided that if any vesting schedule and (or) conditions are specified in the offer of the Option, such Option shall only be vested on an Option-holder according to such vesting schedule and (or) upon the fulfillment of the vesting conditions, that is, to continue the employment for a certain period.

Upon the Post-IPO Share Option Scheme, the Board of Directors authorized and reserved 11,000,000 ordinary shares for the issuance.

Movements in the number of Pre-IPO outstanding share options, retroactively reflecting the one-to-ten basis bonus shares, and of Post-IPO outstanding share options, are as follows:

	Average Exercise Price in US$ per Share Option	Number of Pre-IPO Share Options	Average Exercise Price in HK$ per Share Option	Number of Post-IPO Share Options	Total Number of Share Options
At 1 January 2019		19,191,614		2,852,000	22,043,614
Exercised (Note 26)	US$0.0398	(3,186,500)	HK$3.5000	–	(3,186,500)
Lapsed	US$0.2790	(65,779)		–	(65,779)
At 31 December 2019		15,939,335		2,852,000	18,791,335
At 1 January 2018		33,465,137		3,152,000	36,617,137
Exercised (Note 26)	US$0.0714	(14,237,632)	HK$3.5000	(300,000)	(14,537,632)
Lapsed	US$0.3500	(19,803)	–	–	(19,803)
Forfeited	US$0.3500	(16,088)	–	–	(16,088)
At 31 December 2018		19,191,614		2,852,000	22,043,614

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28 SHARE-BASED PAYMENTS – *continued*

(a) Share options – *continued*

During the years ended 31 December 2019 and 2018, no share option was granted.

As at 31 December 2019, 18,791,335 share options (2018: 22,043,614) were outstanding and exercisable. Options exercised in 2019 resulted in 3,186,500 shares (2018: 14,537,632 shares) being issued, and the weighted average price of the shares at the time these options were exercised was HK$2.1455 (2018: HK$4.1897) per share.

Details of the expiry dates, exercise prices and the respective numbers of Pre-IPO share options, retroactively reflecting the one-to-ten basis bonus shares, and of Post-IPO share options, which remained outstanding as at 31 December 2019 and 2018, are as follows:

Trench	Expiry Date	Exercise price	Number of share options	
			31 December 2019	31 December 2018
Trench I Option	10 years commencing from the date of grant of options since 14 January 2009	US$0.01	**–**	82,000
Trench II Option	10 years commencing from the date of grant of options since 23 July 2009	US$0.021	**–**	450,000
		US$0.03	**–**	2,161,540
Trench III Option	10 years commencing from the date of grant of options since 17 June 2010	US$0.06	**1,122,380**	1,223,380
Trench IV Option	10 years commencing from the date of grant of options since 6 September 2010	US$0.035	**5,601,000**	5,601,000
		US$0.06	**79,000**	79,000
Trench V Option	10 years commencing from the date of grant of options since 20 December 2010	US$0.03	**–**	–
		US$0.06	**2,399,050**	2,399,050

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28 SHARE-BASED PAYMENTS – *continued*

(a) Share options – *continued*

Trench	Expiry Date	Exercise price	Number of share options 31 December 2019	31 December 2018
Trench VI Option	10 years commencing from the date of grant of options since 26 December 2011	US$0.06	**1,300,000**	1,300,000
		US$0.1	**20,000**	374,000
		US$0.12	**566,110**	572,110
Trench VII Option	10 years commencing from the date of grant of options since 14 October 2012	US$0.15	**962,795**	962,795
Trench VIII Option	10 years commencing from the date of grant of options since 14 September 2013	US$0.2	**288,000**	331,000
Trench IX Option	10 years commencing from the date of grant of options since 22 May 2014	US$0.35	**3,601,000**	3,655,739
Trench X Option	8 years and 10 months commencing from the date of grant of options since 22 September 2015	HK$3.5	**2,852,000**	2,852,000
			18,791,335	22,043,614
Weighted average remaining contractual life of options outstanding at the end of the period			**2.29 years**	2.94 years

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28 SHARE-BASED PAYMENTS – *continued*

(b) Restricted share units

Pre-IPO RSU Scheme

On 22 May 2014, the Board of Directors of the Company approved the Pre-IPO RSU Scheme. Pursuant to the resolution, 7,280,000 Pre-IPO RSUs, which includes the 4,280,000 Pre-IPO RSUs granted to partially replace the options granted under the Pre-IPO Share Option Scheme, have been granted to 17 grantees, including two executive Directors, three senior management members, one connected person of the Group and 11 other employees.

The Pre-IPO RSU Scheme will be valid and effective for a period of 10 years, commencing from 22 May 2014.

On 9 July 2014, the Company consummated its IPO on the Main Board of The Stock Exchange of Hong Kong Limited. Upon the consummation of the IPO, all the then outstanding RSUs granted under the Pre-IPO RSU Scheme are adjusted on a one-to-ten basis.

Post-IPO RSU Scheme

On 16 June 2014, the Board of Directors of the Company approved the Post-IPO RSU Scheme. The Post-IPO RSU Scheme will be valid and effective for a period of 10 years commencing from 9 July 2014.

Movements in the number of outstanding Pre-IPO RSUs, retroactively reflecting the one-to-ten basis bonus shares, and of outstanding Post-IPO RSUs, are as follows:

	Number of shares held for Pre-IPO RSU Scheme	Number of shares held for Post-IPO RSU Scheme	Total
At 1 January 2019	–	–	–
Granted (i)	–	10,000,000	10,000,000
Vested and transferred	–	(10,000,000)	(10,000,000)
At 31 December 2019	–	–	–
Shares vested but not transferred to the grantees as at 31 December 2019			–

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28 SHARE-BASED PAYMENTS – *continued*

(b) Restricted share units – *continued*

Post-IPO RSU Scheme – continued

	Number of shares held for Pre-IPO RSU Scheme	Number of shares held for Post-IPO RSU Scheme	Total
At 1 January 2018	3,305,205	6,781,294	10,086,499
Vested and transferred	(3,305,205)	(6,762,594)	(10,067,799)
Forfeited	–	(18,700)	(18,700)
At 31 December 2018	–	–	–
Shares vested but not transferred to the grantees as at 31 December 2018			–

(i) On 3 June 2019, the Board of Directors of the Company approved the resolution to grant a total of 10,000,000 Post-IPO RSUs to the Group's directors and employees, with a vesting schedule as below: 50% shall vest on 30 September 2019 and 50% shall vest on 31 December 2019. The fair value of Post-IPO RSUs granted was HK$1.95 per share (equivalent to approximately RMB1.70 per share).

(c) Expenses arising from share-based payment transactions

Total expenses arising from share-based payment transactions recognised during the period as part of employee benefit expense were as follows:

	2019 RMB'000	2018 RMB'000
Restricted share units granted under RSUs schemes	**17,377**	11,905
Options issued under share option schemes	**–**	201
	17,377	12,106

28 SHARE-BASED PAYMENTS – *continued*

(d) Fair value of share options and RSUs

Before the Company consummated its IPO on the Main Board of The Stock Exchange of Hong Kong Limited, the directors have used the discounted cash flow method to determine the fair value of the underlying equity of the Company and adopted equity allocation method to determine the fair value of the underlying ordinary share. Key assumptions, such as discount rate and projections of future performance, are required to be determined by the directors with best estimates.

Upon the consummation of the IPO, the fair value of the underlying ordinary shares was calculated based on the market price of the Company's shares at the respective grant date.

Fair value of share options

The Directors used Binominal pricing model to determine the fair value of the share option granted, which is to be expensed over the vesting period.

Management estimated the risk-free interest rate based on the yield of Hong Kong government bond with a maturity life equal to the life of the share option. Volatility was estimated at grant date based on the average of historical volatilities of the comparable companies with length commensurable to the time to maturity of the share options. Dividend yield is based on management estimation at the grant date.

Fair value of RSUs

The fair value of RSUs was calculated based on the fair value of underlying ordinary shares as at the grant date.

(e) Expected retention rate of grantees

The Group has to estimate the expected yearly percentage of grantees that will stay within the Group at the end of vesting periods of the shares options (the 'Expected Retention Rate') in order to determine the amount of share-based compensation expenses charged to the statement of comprehensive income. As at 31 December 2019, the Expected Retention Rate was assessed to be 100% (2018: 100%).

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For the year ended 31 December 2019
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28 SHARE-BASED PAYMENTS – *continued*

(f) Shares held for RSU Scheme

On 16 June 2014, the Company entered into a trust deed with an independent trustee (the 'RSU Trustee') and two independent trust nominee (the 'Pre-IPO RSU Nominee' and the 'Post-IPO RSU nominee'), pursuant to which the RSU Trustee shall act as the administrator of the Pre-IPO RSU Scheme and the Post-IPO RSU Scheme, and the Pre-IPO RSU Nominee and the Post-IPO RSU Nominee shall hold the shares underlying the Pre-IPO RSU Scheme and the Post-IPO RSU Scheme respectively.

On 9 July 2014, upon the Company's IPO on the Main Board of The Stock Exchange of Hong Kong Limited, the Company's ordinary shareholders received nine bonus shares for every registered ordinary share that they already held. As a result, the 7,280,000 ordinary shares of the Company underlying the RSUs were adjusted to 72,800,000 ordinary shares on a one-to-ten basis.

As of 31 December 2019, no ordinary shares were held by the RSU Nominee for the benefit of the grantees pursuant to the RSU Scheme.

The above shares held for Pre-IPO RSU Scheme and Post-IPO RSU Scheme were regarded as treasury shares and had been deducted from shareholders' equity as the directors are of the view that such shares are within the Company's control until the shares are vested unconditionally to the participants and hence are considered as treasury shares in substance.

29 RETAINED EARNINGS

	RMB'000
Balance at 1 January 2018	318,827
Profit for the year	218,276
Appropriations to statutory reserves (Note 27)	(20,363)
Balance at 31 December 2018	516,740
Balance at 1 January 2019	**516,740**
Profit for the year	**93,834**
Appropriations to statutory reserves (Note 27)	**(10,933)**
Balance at 31 December 2019	**599,641**

Notes to the Consolidated Financial Statements

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30 TRADE PAYABLES

Trade payables were mainly due to commission charges by game developers.

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Third parties	**2,477**	5,049

The aging analysis of trade payables based on recognition date is as follows:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
0-90 days	**1,585**	3,150
91-180 days	**96**	1,661
181-365 days	**300**	203
Over 1 year	**496**	35
	2,477	5,049

The carrying amount of the Group's trade payables are denominated in the following currencies:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
RMB	**2,424**	4,894
US$	**38**	155
HK$	**15**	–
	2,477	5,049

The carrying amounts of trade payables are considered to approximate their fair values due to their short-term nature.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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31 OTHER PAYABLES AND ACCRUALS

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Staff costs and welfare accruals	**13,292**	14,764
Marketing and administrative expense accruals	**6,299**	7,184
Audit expenses payable	**4,535**	6,100
VAT & Other tax liabilities	**4,153**	4,397
Professional and consultancy fee	**2,533**	1,527
Human resource outsourcing service fee payable	**1,547**	2,110
Amount due to related parties (Note 36(c))		
– Refundable advance received for a potential investment in a subsidiary	**–**	8,500
– Others	**–**	2,600
Capital contribution payable (Note 23(a)(i))	**9,906**	–
Individual income tax of RSUs	**9,335**	18,205
Others	**3,758**	5,805
	55,358	71,192

The carrying amounts of other payables are considered to approximate their fair values due to their short-term nature.

32 REDEMPTION LIABILITIES

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Liabilities in relation to put options granted to NCI of subsidiaries	**311,451**	–

Upon completion of the transaction with NCI, redemption liabilities of RMB335,677 thousand were recognised. Up to the end of 31 December 2019, redemption liabilities of RMB24,226 thousand were derecognised against other reserves. See Note 5(d) for details of the transaction.

Notes to the Consolidated Financial Statements

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33 DEFERRED INCOME TAX

The analysis of deferred income tax assets and deferred income tax liabilities are as follows:

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Deferred income tax assets:		
– to be recovered after more than 12 months	**16,750**	26,513
– to be recovered within 12 months	**2,653**	11,862
	19,403	38,375
Deferred income tax liabilities:		
– to be recovered after more than 12 months	**(79,115)**	(2,407)
– to be recovered within 12 months	**(34,820)**	(107,559)
	(113,935)	(109,966)
Deferred income tax liabilities, net	**(94,532)**	(71,591)

	Year ended 31 December	
	2019	2018
Movements	RMB'000	RMB'000
At beginning of the year	**(71,591)**	30,838
Step-acquisition of a subsidiary	**–**	(5,056)
Disposal of a subsidiary	**932**	–
Recognised in the consolidated statement of comprehensive income (Note 11.1)	**(23,603)**	(79,126)
Recognised in changes of equity	**(279)**	–
Other change	**–**	(18,228)
Currency translation difference	**9**	(19)
At end of the year	**(94,532)**	(71,591)

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33 DEFERRED INCOME TAX – *continued*

(a) Deferred tax assets

The movements in deferred income tax assets, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

	Customer advance and deferred revenue RMB'000	Advertising expenses RMB'000	Deductible losses from previous years RMB'000	Impairment losses RMB'000	Provisions of liabilities and others RMB'000	Total RMB'000
At 1 January 2018	10,842	21,834	1,446	4,365	1,180	39,667
Recognised in the consolidated statement of comprehensive income	(2,358)	(9,971)	(4)	18,551	(1,180)	5,038
At 31 December 2018	**8,484**	**11,863**	**1,442**	**22,916**	**–**	**44,705**
Recognised in the consolidated statement of comprehensive income	(1,159)	2,320	102	(21,796)	–	(20,533)
At 31 December 2019	**7,325**	**14,183**	**1,544**	**1,120**	**–**	**24,172**

The Group only recognises deferred income tax assets for cumulative tax losses if it is probable that future taxable amounts will be available to utilise those tax losses. Management will continue to assess the recognition of deferred income tax assets in future reporting periods. As at 31 December 2019, the Group did not recognise deferred income tax assets of RMB17,562 thousand (31 December 2018: RMB7,759 thousand) in respect of tax losses amounting to RMB70,248 thousand (31 December 2018: RMB31,037 thousand). These tax losses will expire from 2020 to 2024.

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
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33 DEFERRED INCOME TAX – *continued*

(b) Deferred tax liabilities

The movements in deferred income tax liabilities, without taking into consideration the offsetting of balances within the same tax jurisdiction, are as follows:

	Assets Appreciation RMB'000	Unrealised investment income RMB'000	Deferred commission charges and others RMB'000	Withholding tax of dividend RMB'000	Total RMB'000
At 1 January 2018	4,759	1,231	2,839	–	8,829
Step-acquisition of a subsidiary	5,056	–	–	–	5,056
Recognised in the consolidated statement of comprehensive income	(5,172)	77,220	(1,698)	13,814	84,164
Other change	–	18,228	–	–	18,228
Currency translation difference	19	–	–	–	19
At 31 December 2018	**4,662**	**96,679**	**1,141**	**13,814**	**116,296**
Disposal of a subsidiary	–	(932)	–	–	(932)
Recognised in the consolidated statement of comprehensive income	(2,412)	(12,403)	(1,046)	18,931	3,070
Recognised in other comprehensive income	279	–	–	–	279
Currency translation difference	(9)	–	–	–	(9)
At 31 December 2019	**2,520**	**83,344**	**95**	**32,745**	**118,704**

As at 31 December 2019, no deferred income tax liability had been provided for the PRC withholding tax that would be payable on the undistributed profits of approximately RMB918,619 thousand (2018: RMB1,465,270 thousand). Such earnings are expected to be retained by the PRC subsidiaries and not to be remitted to a foreign investor in the foreseeable future based on management's estimation of overseas funding requirements.

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34 CASH FLOW INFORMATION

(a) Cash generated from operations

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Profit before income tax	**205,911**	359,424
Adjustments for:		
– Depreciation and impairment charges of property and equipment (Note 15)	**12,716**	13,792
– Amortisation and impairment charges of intangible assets and impairment of goodwill (Note 18)	**12,307**	31,978
– Amortisation of long-term prepaid expenses	**1,387**	4,379
– Losses on disposal of property and equipment and other non-current assets (b)(Note 8)	**359**	43
– Gain on disposal of prepayments of investments (Note 8)	**–**	(1,320)
– Share of loss of investments accounted for using the equity method (Note 14)	**3,826**	2,134
– (Reversal of)/Impairment losses on financial assets (Note 3)	**(26,892)**	101,849
– Gain on disposal of investments accounted for using the equity method (Note 8)	**(500)**	(6,370)
– Impairment loss from investments accounted for using the equity method (Note 14)	**33,098**	149,250
– Non-cash employee benefits expense		
– Share-based compensation expenses (Note 9)(Note 28)	**17,377**	12,106
– Investment interest on term deposits with initial term over 3 months (Note 8)	**(2,132)**	(4,281)
– Dividend income (Note 8) (Note 23)	**(2,874)**	(17,514)
– Gain on disposal of subsidiaries (Note 8)	**(8,001)**	(448)
– Fair value loss on investment properties (Note 8) (Note 17)	**5,138**	1,098
– Net fair value gain on financial assets at FVPL (Note 8)	**(1,006)**	(244,298)
– Interest income	**(3,025)**	(2,702)
– Foreign exchange losses	**7,260**	1,869
– Others	**1,842**	–

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For the year ended 31 December 2019
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34 CASH FLOW INFORMATION – *continued*

(a) Cash generated from operations – *continued*

	Year ended 31 December 2019 RMB'000	Year ended 31 December 2018 RMB'000
Changes in working capital:		
– Decrease/(Increase) in trade receivables	**37,099**	(32,393)
– Decrease/(Increase) in prepayments and other receivables	**3,955**	(5,536)
– Decrease in trade payables	**(2,501)**	(6,218)
– Increase in other payables and accruals	**716**	702
– Increase/(Decrease) in other tax liabilities	**244**	(268)
– Decrease in customer advance and deferred revenue	**(5,335)**	(9,640)
– Decrease in provisions of other liabilities and charges	**–**	(4,720)
Cash generated from operations	**290,969**	342,916

(b) In the consolidated statement of cash flows, proceeds from sale of property and equipment comprise:

	Year ended 31 December 2019 RMB'000	Year ended 31 December 2018 RMB'000
Net book amount (Note 15)	**598**	372
Loss on disposal of property and equipment (Note 8)	**(359)**	(43)
Proceeds from disposal of property and equipment	**239**	329

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34 CASH FLOW INFORMATION – *continued*

(c) Non-cash investing and financing activities

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Disposal of investments accounted for using equity method	–	10,258
Issuance of ordinary shares for options exercised	864	–
Issuance of ordinary shares for step-acquisition of a subsidiary	–	70,763
Purchase of decorations for self-owned property	–	61
	864	81,082

(d) Reconciliation of liabilities generated from financing activities

	Other payables RMB'000	Lease liabilities RMB'000	Total RMB'000
Opening balance as at 1 January 2018	–	–	–
Cash inflows	8,500	–	8,500
Closing balance as at 31 December 2018	8,500	–	8,500
Change for adoption of IFRS 16 (Note 2.2)	–	926	926
Opening balance as at 1 January 2019	8,500	926	9,426
Cash inflows/(outflows)	(8,500)	(2,013)	(10,513)
Acquisition of lease	–	6,815	6,815
Exchange impacts	–	42	42
Interest expense	–	155	155
Closing balance as at 31 December 2019	–	5,925	5,925

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35 COMMITMENTS

(a) Capital commitments

The Group had no significant capital expenditure contracted for but not recognised as liabilities as at 31 December 2019 and 2018.

(b) Non-cancellable operating lease

The Group leases office buildings and servers under non-cancellable operating leases. From 1 January 2019, the Group has recognised right-of-use assets for these leases, except for short-term and low-value leases, see Note 2.2 for further information.

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Within 1 year	**137**	796
Later than 1 year and no later than 5 years	**–**	347
	137	1,143

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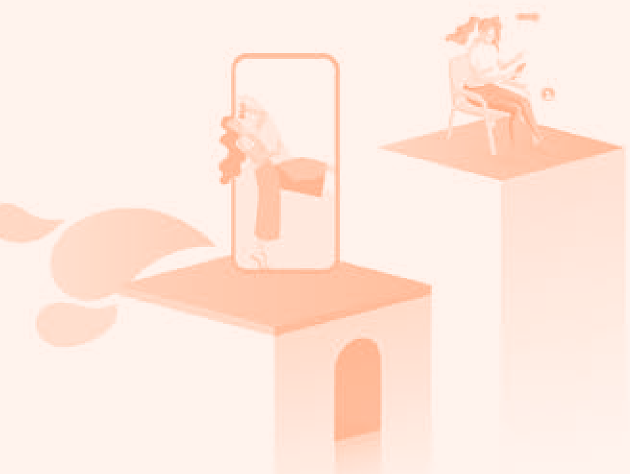
36 SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Names and relationships with related parties

The following companies are related parties of the Group that had balances and/or transactions with the Group for all the years presented.

Company	Relationship	Period of related party Relationship
Weibo Internet Technology (China) Co., Ltd.	Subsidiary of a shareholder who has significant influence over the Group	Since 15 July 2010
Beijing Weimeng Chuangke Investment Management Co., Ltd	Subsidiary of a shareholder who has significant influence over the Group	Since 19 August 2013
Winnine Interactive Co., Ltd.	Associate	Since 9 August 2016
Wuhan Jiuxin Puhui Financial Information Services Co., Ltd	Associate	Since 1 January 2017
Engge Technology Holdings Limited	Associate	Since 2 January 2018
Beijing Weimeng Chuangke Network Technology Co., Ltd	Subsidiary of a shareholder who has significant influence over the Group	Since 9 August 2010
Tghy Trustrock Private Ltd.	Joint venture	Since 20 September 2019



Notes to the Consolidated Financial Statements

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36 SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(b) Significant transactions with related parties

Related party transactions	Year Ended 31 December 2019 RMB'000	2018 RMB'000
(i) Other revenue generated from a related party:		
Winnine Interactive Co., Ltd.	152	776
(ii) Commission charges paid to a related party:		
Weibo Internet Technology (China) Co., Ltd.	–	3
(iii) Promotion and marketing expense paid to a related party:		
Beijing Weimeng Chuangke Network Technology Co., Ltd	467	–
(iv) Loans granted to related parties:		
Tghy Trustrock Private Ltd.	4,975	–
Engge Technology Holdings Limited	1,923	1,078
	6,898	1,078
(v) Transfer of equity interest in subsidiaries to a related party:		
Beijing Weimeng Chuangke Investment Management Co., Ltd	292,608	–

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36 SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(c) Year end balances arising from sales and purchase of services

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Trade receivables		
Winnine Interactive Co., Ltd.	**–**	138
Weibo Internet Technology (China) Co., Ltd.	**–**	4
	–	142

Trade receivables were mainly resulted from software research and development service and game operation.

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Prepayments and other receivables		
Wuhan Jiuxin Puhui Financial Information Services Co., Ltd (i)	**5,384**	6,056
Tghy Trustrock Private Ltd.	**4,975**	–
Engge Technology Holdings Limited (ii)	**3,001**	1,078
	13,360	7,134

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Other payables		
Wuhan Jiuxin Puhui Financial Information Services Co., Ltd	**–**	2,600
Beijing Weimeng Chuangke Investment Management Co., Ltd	**–**	8,500
	–	11,100

(i) During the year ended 31 December 2018, the Group recognised an impairment provision of RMB5,384 thousand on its loan to Wuhan Jiuxin Puihui Financial Information Services Co., Ltd due to the inherent uncertainty of future collection.

(ii) As at 31 December 2019, a full impairment provision of RMB3,001 thousand was recognised on the loan to Engge Technology Holdings Limited due to the adverse change in its underlying business.

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36 SIGNIFICANT RELATED PARTY TRANSACTIONS – *continued*

(c) Year end balances arising from sales and purchase of services – *continued*

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Redemption liabilities		
Beijing Weimeng Chuangke Investment Management Co., Ltd	**311,451**	–

(d) Key management personnel compensations

The compensations paid or payable to key management personnel for employee services are shown below:

	Year ended 31 December	
	2019	2018
	RMB'000	RMB'000
Wages, salaries and bonuses	**3,393**	2,986
Pension costs – defined contribution plans	**173**	186
Other social security costs, housing benefits and other employee benefits	**1,117**	1,077
Share-based compensation expenses	**143**	562
	4,826	4,811

37 CONTINGENCIES

During the year ended 31 December 2019, the Group entered into agreements with some lessors to lease certain land overseas (Note 22).

In August 2019, a lawsuit was lodged by a third party against one of the lessors and the Group, alleging that it has the right to lease the lands based on the option agreement entered into with the lessor. The matter is currently being considered by the court and the Group considered it not practical to estimate the potential effect of this lawsuit. Legal advice indicates that it is not probable that a significant liability will arise and therefore the Group did not recognise a provision in relation to this lawsuit as at 31 December 2019.

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38 EVENTS AFTER THE BALANCE SHEET DATE

(a) In January 2020, the Group received a refunded withholding tax of RMB21,500 thousand, which was in association with the dividends paid in 2018 and 2019, from local tax authority and recorded it as a reversal of income tax expense upon receipt.

(b) Since early 2020, the epidemic of Coronavirus Disease 2019 ("the COVID-19 outbreak") has spread across China and other countries, and it has affected business and economic activities to some extent. Following the COVID-19 outbreak, the Group is experiencing potential impairment loss of certain investments, and loans and receivables. Up to the date on which this set of financial statements were authorised for issue, the impacts of the COVID-19 outbreak on the financial positions of the Group's investees, debtors and customers and the macro-economic conditions as a whole are still uncertain. The Group will pay close attention to the development of the COVID-19 outbreak, perform further assessment of its impact and take relevant measures to minimize the adverse impact on the Group.

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

	As at 31 December	
	2019	2018
	RMB'000	RMB'000
Assets		
Non-current assets		
Intangible assets	2,236	2,357
Investment in subsidiaries	329,883	312,506
Financial assets at fair value through profit or loss	208,844	183,534
	540,963	498,397
Current assets		
Amounts due from subsidiaries	602,850	602,991
Prepayments and other receivables	169	304
Financial assets at fair value through profit or loss	2,412	–
Cash and cash equivalents	36,450	62,631
	641,881	665,926
Total assets	1,182,844	1,164,323

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY – *continued*

	Note	As at 31 December 2019 RMB'000	2018 RMB'000
Equity and liabilities			
Equity attributable to Shareholders of the Company and non-controlling interests			
Share capital		**780**	789
Share premium		**1,760,719**	1,828,683
Treasury Stock		**–**	(25,469)
Other reserves	(a)	**426,107**	394,635
Accumulated deficits	(a)	**(1,007,838)**	(1,039,248)
Total equity		**1,179,768**	1,159,390
Liabilities			
Non-current liabilities			
Deferred income tax liabilities		**–**	405
		–	405
Current liabilities			
Trade payables		**–**	23
Amounts due to subsidiaries		**3,016**	2,812
Other payables and accruals		**60**	1,693
		3,076	4,528
Total liabilities		**3,076**	4,933
Total equity and liabilities		**1,182,844**	1,164,323

The balance sheet of the Company was approved for issue by the Board of Directors on 26 March 2020 and was signed on its behalf.

Fu Zhengjun	Mai Shi'en
Director	Director

Notes to the Consolidated Financial Statements

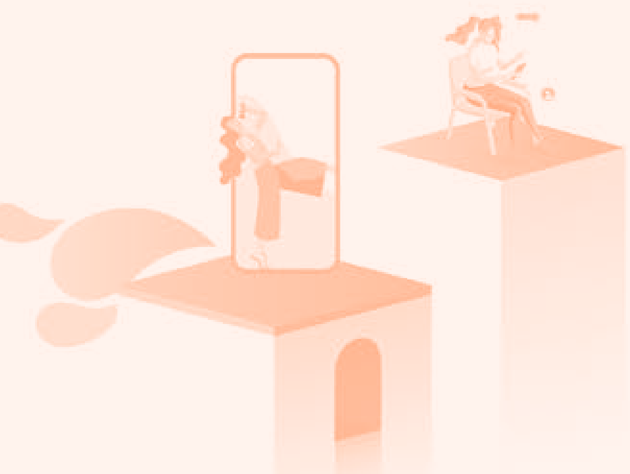
For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

39 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY – *continued*

(a) Reserve movement of the Company

	Accumulated deficits RMB'000	Other reserves RMB'000
At 1 January 2019	(1,039,248)	394,635
Profit for the year	31,410	–
Share-based payments reserve (Note 28)	–	17,377
Currency translation difference	–	14,095
At 31 December 2019	(1,007,838)	426,107
At 1 January 2018	(1,065,103)	338,184
Change in accounting policy	40,407	–
Loss for the year	(14,552)	–
Share-based payments reserve (Note 28)	–	12,106
Currency translation difference	–	44,345
At 31 December 2018	(1,039,248)	394,635



Notes to the Consolidated Financial Statements

For the year ended 31 December 2019
(All amounts in RMB unless otherwise stated)

40 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' and chief executive's emoluments

The remuneration of every director and the chief executive is set out below:

For the year ended 31 December 2019:

Name	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:							Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking
	Fees	Salary	Discretionary bonuses	Other social security costs, housing benefits and other employee benefits	Employer's contribution to a retirement benefit scheme	Share-based compensation expenses	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive Directors								
Mr. Fu Zhengjun	-	687	953	39	23	-	180	1,882
Mr. Mai Shi'en	-	508	320	61	24	-	221	1,134
Non-executive Directors								
Mr. Mao Chengyu	161	-	-	-	-	-	-	161
Ms. Cao Fei	176	-	-	-	-	-	-	176
Independent Non- executive Directors								
Ms. Yu Bin	176	-	-	-	-	-	-	176
Mr. Yang Wenbin	176	-	-	-	-	-	-	176
Mr. Chan, Wing Yuen Hubert	176	-	-	-	-	-	-	176

Notes to the Consolidated Financial Statements

For the year ended 31 December 2019

(All amounts in RMB unless otherwise stated)

40 BENEFITS AND INTERESTS OF DIRECTORS – *continued*

(a) Directors' and chief executive's emoluments – *continued*

For the year ended 31 December 2018:

	Emoluments paid or receivable in respect of a person's services as a director, whether of the company or its subsidiary undertaking:							Emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the company or its subsidiary undertaking
Name	Fees	Salary	Discretionary bonuses	Other social security costs, housing benefits and other employee benefits	Employer's contribution to a retirement benefit scheme	Share-based compensation expenses	Others	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Executive Directors								
Mr. Fu Zhengjun	–	720	60	3	31	–	174	988
Mr. Mai Shi'en	–	544	45	23	65	–	212	889
Non-executive Directors								
Mr. Mao Chengyu	154	–	–	–	–	3	–	157
Mr. Herman Yu (resigned as non-executive director with effect from 11 January 2018)	–	–	–	–	–	3	–	3
Ms. Cao Fei (appointed as non-executive director with effect from 11 January 2018)	169	–	–	–	–	–	–	169
Independent Non-executive Directors								
Ms. Yu Bin	169	–	–	–	–	3	–	172
Mr. Wu, Chak Man (resigned as independent non-executive director with effect from 13 June 2018)	141	–	–	–	–	3	–	144
Mr. Yang Wenbin (appointed as independent non-executive director with effect from 13 June 2018)	93	–	–	–	–	–	–	93
Mr. Chan, Wing Yuen Hubert	169	–	–	–	–	3	–	172